

Ref.: BIL/SE/2025-26/22**Date: 4th September, 2025**

The Vice-President, Listing Department, National Stock Exchange of India Ltd. Exchange Plaza, 5 th Floor, Plot No. – C/1, G Block, Bandra – Kurla Complex, Bandra (E), Mumbai – 400051 Fax – 022-26598237/38 NSE Symbol: BIL/EQ	The General Manager, Listing Department, BSE Limited, Floor -25, Phiroze Jeejeebhoy Tower, Dalal Street, Mumbai- 400001 Fax – 022-22722037/39/41/61 Scrip Code: 526666
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**BHARTIYA INTERNATIONAL
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New Delhi Capital Region
India
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E bhartiya@bhartiya.com

CIN L74899TN1987PLC111744

www.bhartiya.com**SUB.: SUBMISSION OF ANNUAL REPORT OF THE COMPANY FOR THE FINANCIAL
YEAR 2024-25 ALONG WITH THE NOTICE OF 38TH ANNUAL GENERAL MEETING
("AGM")**

Dear Sir/Madam,

Pursuant to Regulation 34(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, please find enclosed herewith the Annual Report of the Company for the Financial Year 2024-25 along with the Notice convening the 38th Annual General Meeting ("AGM") of the Company scheduled to be held on Monday, 29th September, 2025 at 11:00 A.M. (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM").

In compliance with the applicable circulars issued by the Ministry of Corporate Affairs and SEBI, the Notice of AGM along with the Annual Report for Financial Year 2024-25 is being sent electronically to all members whose e-mail addresses are registered with the Company/Registrar & Transfer Agent, MAS Services Limited, and with the Depositories viz. National Securities Depository Limited and Central Depository Services (India) Limited and a letter providing web-link of Annual Report is also being dispatched to the shareholders whose email addresses are not registered/available with Company/RTA.

The Notice of AGM and the Annual Report are also available on the following websites:

- Company's website: <https://bhartiyaefashion.com/download/Notice-of-38th-AGM-with-Annual-Report-2024-25-BIL.pdf>
- NSDL's website (for e-voting): www.evoting.nsdl.com

This is for your information and records.

Thanking you,

Yours Sincerely,

For Bhartiya International Limited

Yogesh Kumar Gautam
(Company Secretary cum Compliance Officer)

Encl.: a/a

BHARTIYA INTERNATIONAL LIMITED

Registered Office: 56/7, Nallambakkam Village, (Via Vandalur), Chennai, Tamil Nadu – 600048

CIN – L74899TN1987PLC111744 Tel: +91 9551050418-21

Email: shares@bhartiya.com Website: www.bhartiya.com

NOTICE

Notice is hereby given that the 38th Annual General Meeting ("AGM") of the Members of Bhartiya International Limited will be held on **Monday, 29th September, 2025 at 11.00 A.M.** IST through Video Conferencing ('VC')/Other Audio-Visual Means ('OAVM') facility, to transact the following businesses:

ORDINARY BUSINESSES:**ITEM NO. 1 ADOPTION OF FINANCIAL STATEMENTS****To receive, consider and adopt:**

- (a) the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2025, together with the Reports of the Board of Directors and the Auditors thereon; and
- (b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2025, together with the Report of the Auditors thereon.

ITEM NO. 2 APPOINTMENT OF DIRECTOR

To appoint a director in the place of Mr. Nikhil Aggarwal (DIN: 01891082), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESSES:**ITEM NO. 3 APPOINTMENT OF M/S. RSM & CO., COMPANY SECRETARIES (FRN: P1997DE017000) AS SECRETARIAL AUDITORS OF THE COMPANY.**

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Regulation 24A of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and applicable provisions of the Companies Act, 2013 & rules made thereunder (including any statutory modification(s) or reenactment(s) thereof, for the time being in force) and on the recommendation of the Audit Committee and Board of Directors of the Company, the approval of the Members be and is hereby accorded for the appointment of M/s. RSM & Co., Company Secretaries (FRN: P1997DE017000) as Secretarial Auditors of the Company for a term of five (5) consecutive Financial Years (FY) commencing from FY 2025-26 to FY 2029-30.

RESOLVED FURTHER THAT approval of Members be and is hereby accorded for payment of Secretarial Audit Fee of Rs. 4.50 Lakh plus applicable taxes and reimbursement of out-of-pocket expenses for Financial Year 2025-26 and the Board of Directors (including any Committee thereof) be and is hereby authorised to fix and pay the Secretarial Audit Fee and other certifications fees as may be deemed fit for the remaining tenure.

RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) and/or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds and things and to settle all questions or difficulties that may arise in this regard and to execute any documents, papers, etc. as may be necessary or desirable in connection with or incidental to give effect to this resolution."

ITEM NO. 4 TO APPROVE THE LIMIT OF REMUNERATION PAYABLE TO RELATED PARTY'S APPOINTMENT TO ANY OFFICE OR PLACE OF PROFIT.

To consider and, if thought fit, to pass, with or without modification(s), the following resolution, as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 188(1)(f) and all other applicable provisions of the Companies Act, 2013 read with the Rules made thereunder (including any statutory modifications(s) or re-enactment thereof, for the time being in force), ratification and approval of the Company be and is hereby accorded for payment of professional fees exceeding of Rs. 2,50,000/- per month with effect from 1st July, 2025 till 31st March, 2026 to Mr. Robert Burton Moore Jr., (DIN 08108097), Director of the Company, who has been appointed as Consultant for Sales advisory and Marketing of the Company's business.

RESOLVED FURTHER THAT the consent of the members be and is hereby accorded to the Nomination and Remuneration Committee/Board of Directors of the Company, to finalise and decide the change in designation/revisions in the remuneration payable to Mr. Robert Burton Moore Jr. from time to time in accordance with the Company's policy on performance measurement and such other applicable/relevant policies and to perform and execute all such acts, deeds, matters and things (including delegating such authority), as may be deemed necessary, proper or expedient to give effect to this resolution and for the matters connected herewith or incidental hereto."

ITEM NO. 5 TO APPROVE THE LIMIT OF REMUNERATION PAYABLE TO MR. ROBERT BURTON MOORE JR. (DIN-08108097) OVER AND ABOVE OTHER NON-EXECUTIVE DIRECTORS.

To consider and, if thought fit, to pass, with or without modification(s), the following resolution, as a **Special Resolution**:

"RESOLVED THAT pursuant to the provision of Regulation 17(6)(ca) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, approval be and is hereby accorded for payment of remuneration to Mr. Robert Burton Moore Jr. (DIN 08108097), Non-Executive Director of the Company, details whereof are set out in the Statement pursuant to Section 102 of the Companies Act, 2013, being in excess of fifty percent of the total annual remuneration payable to all Non-Executive Directors.

RESOLVED FURTHER THAT the Board of Directors (which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly authorised 'Committee' thereof) and the Company Secretary, be and are hereby severally authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution."

ITEM NO. 6 – APPROVAL OF REMUNERATION OF MR. MANOJ KHATTAR (DIN: 00694981), WHOLE-TIME DIRECTOR OF THE COMPANY, FOR THE PERIOD W.E.F. 13TH AUGUST, 2026 TO 12TH AUGUST, 2028.

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT, in accordance with the provisions of Sections 188, 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with the provisions of Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modifications or re-enactments thereof for the time being in force), and upon the recommendation of the Nomination and Remuneration Committee and as approved by the Audit Committee and in accordance with the Nomination and Remuneration Policy and the Articles of Association of the Company, the approval of the shareholders of the Company, be and is hereby accorded to approve the remuneration of Mr. Manoj Khattar (DIN: 00694981), Whole-Time Director of the Company, for remaining period of his term, from 13th August, 2026 to 12th August, 2028, as detailed in Explanatory Statement, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment and / or remuneration as it may deem fit and as may be acceptable to Mr. Manoj Khattar.

RESOLVED FURTHER THAT the other terms and conditions of the appointment shall remain unchanged.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary or desirable to give effect to the above resolution."

By Order of the Board
For Bhartiya International Limited

Yogesh Kumar Gautam
Company Secretary
(Mem. No. A31119)

Place: Gurugram
Date: 13th August, 2025

Notes:

1. Statement pursuant to Section 102 (1) of the Companies Act, 2013 (the "Act"), in respect of businesses to be transacted at the Annual General Meeting ("AGM"), as set out under Item No(s). 3 to 6 above and the relevant details of the Directors as mentioned under Item No(s). 3 to 6 above as required by Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 ("Listing Regulations") and as required under Secretarial Standards – 2 on General Meetings issued by the Institute of Company Secretaries of India, is annexed thereto.
2. The Board of Directors have considered and decided to include Item No(s). 3 to 6 given above as Special Businesses in the forthcoming AGM, as they are unavoidable in nature.
3. In compliance with the Ministry of Corporate Affairs (MCA) vide its Circular No. 09/2023 dated September 25, 2023 read with and General Circular No. 09/2024 dated September 19, 2024 and SEBI Circular Nos. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024, the Notice of 38th AGM along with the Annual Report for Financial Year 2024-25, is being sent through electronic mode, only to those Members whose e-mail addresses are registered with the Company, Depositories or Registrar and Share Transfer Agent ("RTA") as on Friday, August 29, 2025. **A letter containing the weblink, along with the exact path to access the complete details of the Annual Report, is being sent to Members who have not registered their e-mail address with the Company's RTA or Depositories.** The venue of the AGM shall be deemed to be the registered office of the Company. The procedure for participating in the meeting through VC/OAVM is explained below.
4. As the AGM is being conducted through VC/OAVM, where physical attendance of the Members is dispensed with, the facility of appointment of proxies by the Members is not available. Consequently, the Proxy Form and the Route Map are not annexed to this Notice.
5. Authorized representatives of the corporate members intending to participate in the AGM pursuant to Section 113 of Act, are requested to send to the Company, a certified copy (in PDF/JPG format) of the relevant Board Resolution/Authority letter, etc. authorizing them to attend the AGM, by e-mail to shares@bhartiya.com.
6. Members may note that the Notice and Annual Report 2024-25 is also available on the Company's website at www.bhartiya.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of National Securities Depository Limited (NSDL) at www.evoting.nsdl.com.
7. Members seeking any information with regard to any matter to be placed at the AGM, are requested to write to the Company at shares@bhartiya.com.

Procedure for joining the 38th AGM through VC/ OAVM

8. NSDL will be providing facility for voting through remote e-Voting, for participation in the 38th AGM through VC/ OAVM and e-Voting during the 38th AGM.
9. Members may note that the VC/OAVM facility, allows participation of at least 1,000 Members on a first-come first-served basis.
10. Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same by following the steps mentioned "Step 1: Access to NSDL e-Voting system". After successful login, you can see link of "VC/OAVM link" placed under "Join Meeting" menu against Company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN (135590) of Company will be displayed. Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned below in the Notice.
11. Members are encouraged to join the Meeting through Laptops for better experience. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

12. Facility of joining the AGM through VC/OAVM shall open 30 minutes before the time scheduled for the AGM and will be available for Members on first-come first-served basis.
13. Members who need assistance before and during the AGM, can contact Mr. Amit Vishal, Assistant Vice President, NSDL, or Ms. Pallavi Mhatre, Senior Manager, NSDL, at evoting@nsdl.co.in or call on toll free nos.: (022) 4886 7000 or (022) 2499 7000.
14. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

Procedure to raise questions/seek clarifications with respect to Annual Report at the ensuing 38th AGM:

15. Members are encouraged to express their views/send their queries in advance mentioning their name, demat account number/folio number, email id, mobile number at shares@bhartiya.com. Questions/ queries received by the Company till 5.00 p.m. on Thursday, 25th September, 2025, shall only be considered and responded during the AGM.
16. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker, by following the steps mentioned "Step 1: Access to NSDL e-Voting system". After successful login, Members will be able to register themselves as a speaker shareholder by clicking on the link available against the EVEN (135590) of Bhartiya International Limited. The Company reserves the right to restrict the number of questions and number of speakers, depending on the availability of time for the AGM.
17. The Company reserves the right to restrict the number of questions and number of speakers, depending on the availability of time for the AGM.

18. Procedure for remote e-Voting and e-Voting during the AGM

- a. All the shareholders of the Company are encouraged to attend and vote in the AGM to be held through VC/OAVM.
- b. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations, (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force), the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with NSDL for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as e-Voting on the date of the AGM will be provided by NSDL.
- c. The remote e-Voting period commences on Friday, 26th September, 2025 at 9:00 a.m. and will end on Sunday, 28th September, 2025 at 5:00 p.m. During this period, Members holding shares either in physical form or in dematerialized form, as on Monday, 22nd September, 2025 i.e. cut-off date, may cast their vote electronically. The e-Voting module shall be disabled by NSDL for voting thereafter. Members have the option to cast their vote on any of the resolutions using the remote e-Voting facility either during the period commencing 26th September, 2025 to 28th September, 2025 or e-Voting during the AGM. Members who have voted on some of the resolutions during the said voting period are also eligible to vote on the remaining resolutions during the AGM.
- d. The details of the process and manner for remote e-Voting are explained herein below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	- For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. - Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. - If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp - Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. - Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on 
Individual Shareholders holding securities in demat mode with CDSL	- Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. - After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. - If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. - Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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Important note: Members who are unable to retrieve User ID/Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login Type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

- (B)** Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

- Your User ID details are given below :

a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

- Password details for shareholders other than Individual shareholders are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- How to retrieve your 'initial password'?
 - If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open

the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on **"Forgot User Details/Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN (135590)" of Company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to contact@csrsm.com with a copy marked to evoting@nsdl.co.in.

Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution/Power of Attorney/Authority Letter etc. by clicking on "Upload Board Resolution/Authority Letter" displayed under "e-Voting" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the **"Forgot User Details/Password?"** or **"Physical User Reset Password?"** option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to (Name of NSDL Official) at evoting@nsdl.co.in.

4. Members who have cast their votes by remote e-Voting prior to the AGM may also attend/ participate in the Meeting through VC/OAVM but they shall not be entitled to cast their vote again.
5. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is send through e-mail and holding shares as of the cut-off date i.e. Monday, 22nd September, 2025, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or to the Company at shares@bhartiya.com. However, if you are already registered with NSDL for remote e-Voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call on toll free no. 1800- 1020-990 and 1800-224-430. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. Monday, 22nd September, 2025 may follow steps mentioned in the Notice of the AGM "Access to NSDL e-Voting system".
6. Mr. Ravi Sharma, Partner, M/s. RSM & Co., Practicing Company Secretaries (Membership No. 4468, COP: 3666), has been appointed as the Scrutinizer for conducting voting process in a fair and transparent manner.
7. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of electronic voting for all those members who are present at the AGM but have not cast their votes by availing the remote e-Voting facility.
8. The Scrutinizer shall, immediately after the completion of the scrutiny of the e-voting (votes cast during the AGM and votes cast through remote e-voting), within 2 working days of conclusion of the AGM, submit a consolidated Scrutinizer's report of the total votes cast in favour and against the Resolution(s), invalid votes, if any, and whether the Resolution(s) has/have been carried or not, to the Chairman or a person authorized by him in writing.

The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.bhartiya.com and on the website of NSDL www.evoting.nsdl.com immediately after the result is declared. The Company shall simultaneously forward the results to BSE Limited and National Stock Exchange of India Ltd., where the securities of the Company are listed.

Subject to the receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting i.e. 29th September, 2025.

Documents open for inspection:

9. All the documents referred to in the accompanying notice and the statement pursuant to Section 102(1) of the Act shall be available for inspection through electronic mode. Members are requested to write to the Company on shares@bhartiya.com for inspection of said documents; and
10. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Act will be available for inspection by the members during the AGM by following the steps mentioned at "Step 1: Access to NSDL e-Voting system". After successful login members will be able to view the documents for inspection by clicking on the link available against EVEN (135590) of the Company.

19. Transfer of Unclaimed Dividend Amounts to the Investor Education and Protection Fund (IEPF):

- a. Pursuant to Section 124 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules") amended time to time, dividends that are unpaid or unclaimed for a period of 7 (seven) years from the date of their transfer are required to be transferred by the Company to the IEPF, administered by the Central Government. Further, according to the said IEPF Rules, shares in respect of which dividend has not been claimed by the shareholders for 7 (seven) consecutive years or more shall also be transferred to the demat account of the IEPF Authority.
- b. During the financial year 2024-25, the Company has transferred to IEPF, the following unclaimed dividends and corresponding shares thereto:

Particulars	Amount in Dividend (In Rs.)	No. of Shares
Final Dividend 2016-17	144537.60	5987
Total	144537.60	5987

- c. The dividend amount and shares transferred to the IEPF can be claimed by the concerned members from the IEPF Authority after complying with the procedure prescribed under the IEPF Rules. The details of the unclaimed dividends are also available on the Company's website at www.bhartiya.com and the said details have also been uploaded on the website of the IEPF Authority and the same can be accessed through the link www.iepf.gov.in.
- 20. SEBI HAS MANDATED SUBMISSION OF PAN BY EVERY PARTICIPANT IN THE SECURITIES MARKET. MEMBERS HOLDING SHARES IN ELECTRONIC FORM ARE, THEREFORE, REQUESTED TO SUBMIT THEIR PAN DETAILS TO THEIR DEPOSITORY PARTICIPANTS. MEMBERS HOLDING SHARES IN PHYSICAL FORM ARE REQUESTED TO SUBMIT THEIR PAN DETAILS TO THE COMPANY'S RTA.
- 21. The Company has made special arrangements with the RTA and NSDL for registration of email addresses in terms of the MCA Circulars for Members who wish to receive the Annual Report along with the AGM Notice electronically and to cast the vote electronically.
- 22. Members holding shares in single name are advised to avail the facility of nomination in respect of shares held by them pursuant to the provisions of Section 72 of the Act. Members holding shares in physical form desiring to avail this facility may send their nomination in the prescribed Form No. SH-13 duly filled into MAS Services Limited. Members holding shares in electronic mode may contact their respective Depository Participants to avail this facility. The Form SH-13 is available on the website of the Company at www.bhartiya.com.

23. Important Communications & Awareness Material for Shareholders:

- a) SEBI encourages all shareholders to consider the inherent advantages of dematerialization and get their existing physical shareholding converted into demat mode. SEBI has also prohibited transfer of equity shares in physical mode. Therefore, all Members holding their shares in physical form are advised to dematerialize their shareholding at the earliest, by opening a demat account with any Depository Participant (DP) and submit the demat request to their DP.
- b) Members may please note that SEBI vide its Circular dated 25th January, 2022, has mandated Listed Companies to issue securities in demat form only, while processing service requests such as issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate, endorsement, sub-division/splitting of securities certificate, consolidation of securities certificates/folios, transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled-in and signed Form ISR-4, along with relevant documents, the format(s) of which is available on the Company's website at www.bhartiya.com.
- c) SEBI has mandated the Company/RTA to obtain copies of PAN Card, KYC Details, Bank Account Details, Nomination Form, etc. from all shareholders holding shares in physical form. Therefore, shareholders holding shares in physical form are requested to provide PAN, KYC and other details at the earliest in Form ISR-1, along with the supporting documents/details such as contact details including mobile number and email, self-attested copy of PAN card and address-proof of all holders, Nomination Form in SH-13 or 'Declaration to Opt-out' in Form ISR-3 and bank details along with original cancelled cheque and banker's attestation of specimen signature in Form ISR-2. Detailed instructions and specimen formats in this regard, are available on the investor section of the website of the Company at www.bhartiya.com.

Please note that in case you are holding shares in physical form, you will be eligible to get any service request processed by the RTA only when your KYC details are updated. Further, w.e.f. 1st April, 2024, you will be eligible for dividend payments in electronic mode only when your KYC details are updated. Hence, please download, fill and send the requisite documents to the Company/RTA at the earliest.

- d) SEBI vide its circular dated July 31, 2023, has introduced a common Online Dispute Resolution Portal ("ODR Portal"), which harnesses online method for resolution, conciliation and arbitration for disputes arising in the Indian Securities Market. The ODR Portal allows investors with additional mechanism to resolve their grievances, in case they are not satisfied with the resolution provided by the Company/RTA and/or through SCORES 2.0 Platform of SEBI (SEBI <https://scores.sebi.gov.in>). Web-link to access the said portal is <https://smartodr.in>. Detailed circulars in this regard to this facility are available on the investor section of the website of the Company at www.bhartiya.com.

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF THE SPECIAL BUSINESS ITEM NOS. 3 TO 6.

ITEM NO. 3

Pursuant to the provisions of Regulation 24A of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Board of Directors on recommendation of the Audit Committee appointed M/s. RSM & Co., Company Secretaries as a Secretarial Auditors of the Company for a term of five (5) consecutive Financial Years (FY) commencing from FY 2025-26 to FY 2029-30 at a remuneration of Rs. 4.50 Lakh plus applicable taxes and reimbursement of out-of-pocket expenses for FY 2025-26 and recommends their appointment including remuneration as proposed at Item no. 3 for approval by the Members by way of an Ordinary Resolution.

M/s. RSM & Co., Company Secretaries is a firm of Company Secretaries having professional experience spanning over more than 25 years specializing in Secretarial Audit, Due Diligence, Assurance Audit, Corporate Compliance Management etc.

M/s. RSM & Co., Company Secretaries have provided their consent to be appointed as Secretarial Auditors of the Company for a term of five (5) consecutive Financial Years (FY) commencing from FY 2025-26 to FY 2029-30 and also confirmed that they are not disqualified to be appointed as Secretarial Auditors of the Company. They also confirmed that they have subjected themselves to the peer review process of the Institute of Company Secretaries of India (ICSI) and hold a valid certificate issued by the Peer Review Board of the ICSI.

None of the Directors or KMP's or their relatives are concerned or interested, financially or otherwise, in the said resolution.

ITEM NOS. 4 & 5

The Company is desirous of utilizing the expertise of Mr. Robert Burton Moore Jr., Director for business requirements and hence wants to pay consultancy fees to him towards his appointment as Consultant for Marketing of our business.

As such, Mr. Robert Burton Moore Jr. will hold office or place of profit in the Company within the meaning of Section 188 of the Companies Act, 2013.

As per provisions of section 188 (1)(f) read with rule 3(b) of Companies (Meetings of Board and its Powers) Rules, 2014, approval of shareholders is required if the monthly remuneration of such person exceeds Rs. 2,50,000/-per month. Since the company is benefitted from the services of the above-mentioned Director holding office or place of profit in the Company, the Board has sanctioned his consultancy fees exceeding Rs. 2,50,000/- per month which is justified.

Copy of Appointment Letter setting out terms and conditions of his appointment is available for inspection by Members till the Annual General Meeting as per details mentioned in the Notes.

Further, in terms of the notified Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, consent of the Members by way of Special Resolution is required every year, if the remuneration payable to a single Non-Executive Director in that year exceeds 50% of the aggregate remuneration payable to all the Non-Executive Directors taken together. Your approval is therefore sought for the payment of remuneration upto USD 135,000 (equivalent INRs.) towards Consultancy fees for Marketing of the Company's business, to Mr. Robert Burton Moore Jr. for the financial year 2025-26.

Mr. Robert Burton Moore Jr. is interested in the resolutions set out at Item Nos. 4 & 5 of the Notice.

The relatives of Mr. Robert Burton Moore Jr. may be deemed to be interested in the resolutions set out at Item No. 4 & 5 of the Notice, to the extent of their shareholding interest, if any, in the Company.

None of the other Directors/KMP, except Mr. Robert Burton Moore Jr., are interested in the aforesaid resolution.

The Board accordingly recommends the ordinary and special resolution set forth in Item Nos. 4 & 5 for the approval of the members.

Brief resume of Mr. Robert Burton Moore Jr, nature of his expertise in specific functional areas, name of companies in which he holds directorship and memberships/chairmanships of Board Committees, shareholding and relationships amongst directors inter-se as stipulated under Secretarial Standards and Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 forms part of this Notice.

ITEM NO. 6

Members of the Company are requested to note the Board had in its meeting held on, 11th August, 2023, appointed Mr. Manoj Khattar (DIN: 00694981), as Whole-time Director of the Company for a period of five years w.e.f. 13th August, 2023; however, remuneration was approved for three years. Such appointment and remuneration later approved by shareholders in their annual general meeting held on 29th September, 2023. The approval for remuneration will expire on 12th August, 2026.

The Board of Directors in its meeting held on 13th August, 2025, on recommendation/approval of Nomination and Remuneration Committee and Audit Committee respectively and SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, has accorded to approve the remuneration of Mr. Manoj Khattar, Whole-Time Director of the Company, w.e.f. 13th August, 2026 for his remaining tenure on the same terms and conditions as previously approved by members in their Annual General Meeting held on 29th September, 2023 as follow:

The material terms of appointment and remuneration as set out in his appointment letter are given below:-

S. No.	Particulars	Amount per annum (In Rs.)
1.	Basic Salary	50,00,000
2.	Personal Pay, Perquisites and Allowances	55,00,000
3.	Variable Pay	20,00,000
	Total	125,00,000

The scope and quantum of remuneration and perquisites specified above herein may be enhanced, enlarged, widened, altered or varied by the Board of Directors upto 15% per annum at any given point of time in the light of and in conformity of the Companies Act, 2013 and or/ the rules and regulations made thereunder and/or such guidelines as may be announced by Central Government from time to time. Other benefits & perquisites would remain unchanged; for part of a year remuneration to be paid proportionately.

Mr. Manoj Khattar has the overall responsibility for all financial matters including capital-budgeting, planning & management, internal controls and audit. Mr. Manoj Khattar is not debarred from holding the office of director pursuant to any SEBI order.

The terms as set out in the resolution may be treated as an abstract of the terms of appointment pursuant to Section 196, 197 of the Companies Act, 2013.

As the remuneration exceeds the limit mentioned under Schedule V of the Companies Act, 2013, shareholders' approval is being sought through Special Resolution as set out in Item No. 6 of the Notice of 38th Annual General Meeting for approval of the remuneration of Mr. Manoj Khattar, Whole-Time Director of the Company with effect from 13th August, 2026 to 12th August, 2028.

The disclosures prescribed under Regulation 36 of the Listing Regulations read with the provisions of the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ('SS-2') are provided in the Notice.

Except Mr. Manoj Khattar, none of the other Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested (financially or otherwise) in the proposed resolution(s) mentioned at item no. 6. The Board recommends the passing of the resolution(s) as set out at item no. 6 as Special Resolution.

ANNEXURE – A

Pursuant to Secretarial Standard and Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the details of the Directors seeking appointment/re-appointment/ fixation of remuneration/variation of the term of remuneration at the forthcoming Annual General Meeting:

Name of Director	Mr. Nikhil Aggarwal	Mr. Robert Burton Moore Jr.	Mr. Manoj Khattar
Date of Birth & Age	23/10/1975 (50 years)	18/09/1950 (75 years)	14/08/1961 (64 years)
DIN	01891082	08108097	00694981
Nationality	Indian	United States of America	Indian
Qualifications	BE- Mech. Engg., MBA	BBA degree (Marketing and Accounts) from The University of Mississippi, Oxford, Mississippi, USA	Chartered Accountant
Experience	More than 25 years	More than 41 years	40 years
Date of first appointment on the Board	04/10/2007	16/04/2018	13/08/2018
Expertise in functional areas	Experience in International Marketing and Management	Marketing expert studied at University of Mississippi; received Taylor Medal in 1988. Was named among the 20 Most Powerful Tanners in World in Leather International Magazine, 2012.	Capital-budgeting, planning & management, internal controls and audit and other financial matters
Directorship held in other Companies	Ultima Italia S.R.L. (Overseas Company)	Rocky Brands Inc. (Overseas Company) Nerbio Medical Software, Inc (Overseas Company)	1. SMART INFOTECH PARK PRIVATE LIMITED 2. BHARTIYA DEVELOPERS CONSORTIUM PRIVATE LIMITED 3. CRYSTAL MERCHANT TRADING PRIVATE LIMITED 4. SPRINGDALE VENTURES PRIVATE LIMITED 5. BHARTIYA HOSPITALITY PRIVATE LIMITED 6. BHARTIYA GLOBAL MARKETING LIMITED 7. BHARTIYA SMART CITIES PRIVATE LIMITED 8. BHARTIYA INTERNATIONAL SEZ LIMITED 9. BHARTIYA INFRASTRUCTURE PRIVATE LIMITED 10. TADA MEGA LEATHER CLUSTER PRIVATE LIMITED 11. MILECON IT PARK 3B PRIVATE LIMITED 12. BHARTIYA CITY RESIDENCES PRIVATE LIMITED 13. BHARTIYA URBAN INFRASTRUCTURE LIMITED 14. BHARTIYA GLOBAL VENTURES PRIVATE LIMITED 15. BHARTIYA URBAN PRIVATE LIMITED 16. J & J LEATHER ENTERPRISES LIMITED 17. BHARTIYA FASHION RETAIL LIMITED 18. SA HOLDINGS LIMITED (Overseas Company)

Directorship held in Listed Entities (other than the Company)	NIL		NIL		NIL	
Name of Listed Companies in which Director resigned in past 3 years.	NIL		NIL		NIL	
Relationship with other Directors, Manager and other KMP of the Company	Mr. Nikhil Aggarwal is the nephew of Mr. Snehdeep Aggarwal		NIL		NIL	
Terms and conditions of appointment/continuation of Directorship	He is proposed to be re-appointed as Non-Executive Director liable to retire by rotation.		The terms and conditions and details of remuneration sought to be paid is given in the resolutions/explanatory in this Notice.		In accordance with provisions of Section Sections 188, 196, 197, 198 of the Companies Act, 2013	
Details of last Remuneration drawn (F.Y. 2024-25)	NIL		Rs. 1,05,83,995/-		Rs. 89,66,962/-	
Details of proposed Remuneration	NIL		as per resolution		as per resolution	
Name of Director	Mr. Nikhil Aggarwal		Mr. Robert Burton Moore Jr.		Mr. Manoj Khattar	
Number of Meetings of the Board attended during the F.Y. 2024-25	Board Meetings Attended	No. of Board Meetings held	Board Meetings Attended	No. of Board Meetings held	Board Meetings Attended	No. of Board Meetings held
	5	5	5	5	5	5
Chairman / Member of the Committee of the Board of Directors of this Company	Chairman / Member	Name of the Committees	Chairman / Member	Name of the Committees	Chairman / Member	Name of the Committees
	-	-	Member	Management Committee		
Committee Membership in other Companies	Name of the Committees	Chairman/ Member	Name of the Committees	Chairman/ Member	Name of the Company	Name of the Committees
	-	-	Bhartiya International SEZ Limited	Audit Committee- Chairman Nomination and Remuneration Committee - Chairman	-	-
Number of shares held in Company	20000 Equity Shares		NIL		20025 Equity Shares	

REPORT

ANNUAL 2024-2025

**“We at Bhartiya believe
that stakeholder value,
profit and social impact
should co-exist.”**

CONTENTS

01	From The Chairman
03	Performance Highlights
05	Management Discussion & Analysis
13	Board's Report
29	Corporate Governance Report

Consolidated Financial Statements

54	Auditors' Report
62	Balance Sheet
63	Statement of Profit And Loss
64	Statement of Changes In Equity
65	Statement of Cash Flow
67	Notes to Accounts
104	Consolidated Financial Summary

Standalone Financial Statements

- 105 Auditors' Report
- 115 Balance Sheet
- 116 Statement of Profit And Loss
- 117 Statement of Changes In Equity
- 118 Statement of Cash Flow
- 120 Notes To Accounts
- 160 Statement Under Section 129 of
The Companies Act, 2013 Relating to
Subsidiary Companies

FROM THE CHAIRMAN

Dear Shareholders,

I am filled with pride as I reflect on Bhartiya International's continued progress and success. Our journey is marked by a steadfast commitment to design excellence, innovative production management and our core values. At the heart of our success lies a disciplined approach to client development and management.

This year our Chennai accessories group has undergone a remarkable transformation. Through a focused, long-term strategy, we have established ourselves as a premier manufacturer for a portfolio of world-renowned handbag brands including Coach, Ralph Lauren and Hogan. This strategic pivot has positioned Bhartiya International as a future global leader in luxury accessories manufacturing.

Operational excellence remains a cornerstone of our success. The efficiency and lean initiatives we embarked on this year have yielded impressive results across our Bengaluru outerwear production units. Enhanced product quality, compressed lead times and cost reductions are tangible outcomes of our unwavering dedication to operation excellence.

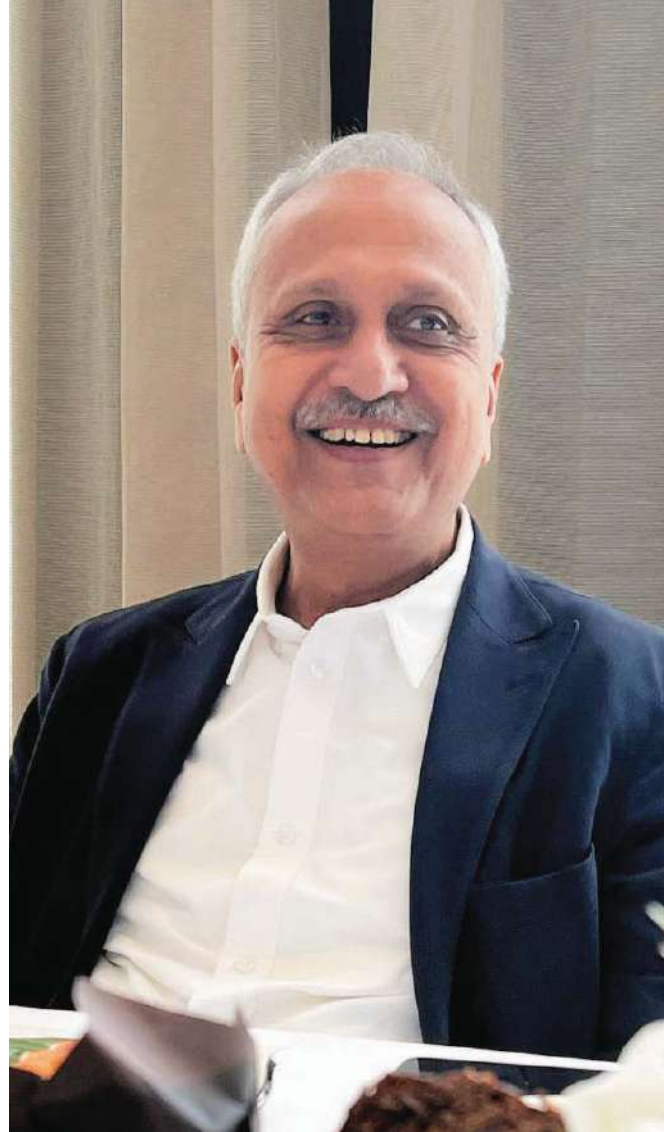
Beyond financial performance, we are deeply committed to the communities where we operate... a great company doing good. Our continued support of CSR projects in Bengaluru and Chennai exemplify our enduring value of community support.

Our greatest asset is our people. Bhartiya International is fortunate to have a remarkable global executive leadership team and a dedicated workforce. Their passion, expertise and unwavering commitment are the foundation of Bhartiya's sustained success.

I am confident we will continue to deliver long-term growth with improved profitability for our shareholders.

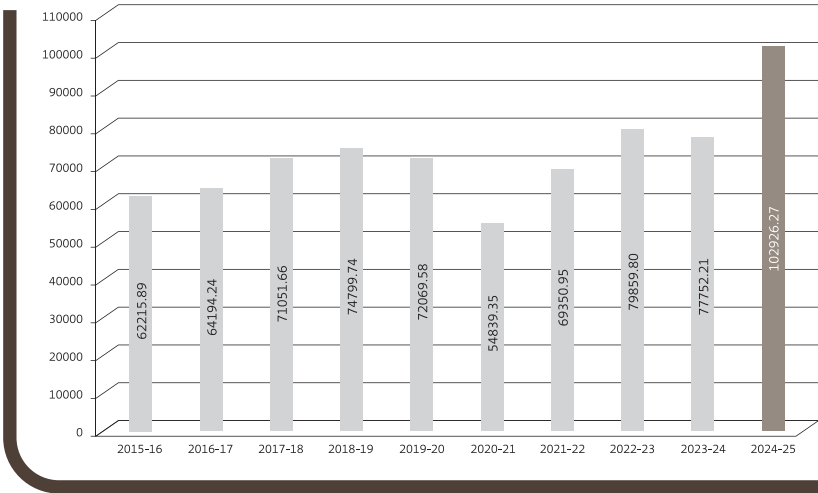
Thank you for your continued support.

Sincerely,
Snehdeep Aggarwal
Chairman

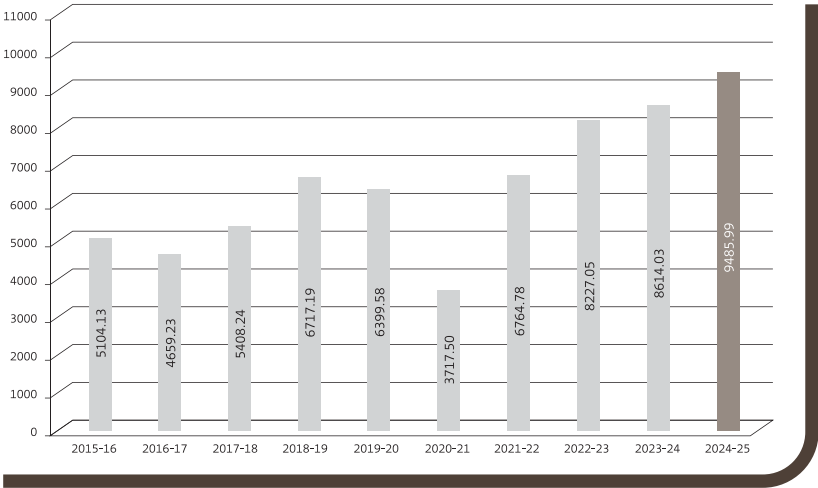


PERFORMANCE HIGHLIGHTS

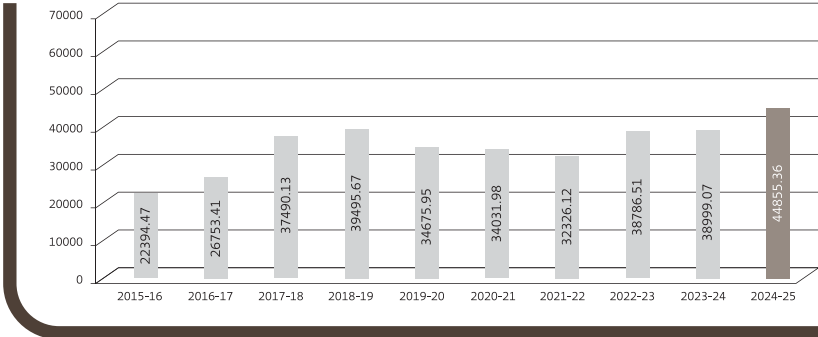
Turnover (Rs. in Lakhs)



EBITDA (Rs. in Lakhs)



Net Worth (Rs. in Lakhs)



BOARD OF DIRECTORS

DIRECTORS & KMP

SNEHDEEP AGGARWAL

Chairman

MANOJ KHATTAR

Whole Time Director

NIKHIL AGGARWAL

Director

DEEPAK BHOJWANI

Independent Director

SANNOVANDA MACHAIAH SWATHI

Independent Director

ROBERT BURTON MOORE JR.

Director

NAVKIRAN SINGH GHEI

Independent Director

VIVEK KAPUR

Independent Director

RAJ KUMAR CHAWLA

Chief Financial Officer

YOGESH KUMAR GAUTAM

Company Secretary

AUDITORS

Sushil Poddar & Co.

BANKERS

Axis Bank

Canara Bank

HDFC Bank

ICICI Bank

IDBI Bank

IDFC First Bank

Indusind Bank

Indian Bank

SBM Bank (India) Ltd.

State Bank of India

Union Bank of India

DELHI

Bhartiya International Limited
E-52, New Manglapuri,
Mandi Road (Mehrauli),
New Delhi – 110 030, India

GURUGRAM

Bhartiya International Limited
Plot No. 38, Sector – 44,
Gurugram – 122 003, Haryana India

BENGALURU

Bhartiya International Limited
27/2, Gottigere, Bannerghatta Road,
Bengaluru – 560 083 India

CHENNAI

Bhartiya International Limited
56/7, Nallambakkam Village,
Via-Vandalur, Chennai – 600 127, India

TADA

Bhartiya International Limited
APIIC Industrial Park,
Konduru Village, Tada Mandal,
SPSR Nellore Distt.,
Andhra Pradesh - 524 401 India

ITALY

Ultima Italia SRL
Viale Luigi Majno 15,
20122 – Milano, Italy

SWITZERLAND

Ultima SA
Rue Des Draizes 7
CH-2000, Neuchatel, Switzerland

HONG KONG

World Fashion Trade Limited
20/F, Champion Building,
287-291 Des Voeux Road Central,
Sheung Wan, Hong Kong

Design Industry Limited

Room 1104, Crawford House,
70 Queen's Road Central, Central Hong Kong

CHINA

Design Industry China Limited
Room 908, Tower D,
Tiande Industrial Park,
No. 1795, Tongwen Road,
Hangzhou, China

BANGLADESH

Bangladesh liaison office.
House-1, Lift-8, Sector-13, Road-13,
Uttara, Dhaka-1230, Bangladesh

MANAGEMENT DISCUSSION & ANALYSIS

Industry Update

Global fashion industry is undergoing a dynamic transformation, driven by sustainability, digital innovation, and shifting consumer preferences. With consumers prioritizing eco-conscious choices, brands are adopting sustainable practices. At the same time, digital platforms are leveraging AI-driven personalization, virtual try-ons, and augmented reality to redefine the retail landscape through mobile shopping and digital fashion shows etc.

Simultaneously, Geopolitical shifts and supply chain disruptions are driving global brands to increasingly source from India, capitalizing on its position as one of the world's largest apparel exporter, with exports reaching \$16.2 billion in 2024 and projected to grow at a CAGR of over 9% through 2030. This strategic pivot away from China and other South East Asia nations, combined with India's cultural heritage and manufacturing prowess, creates large scale opportunities for Indian manufacturing sector.

The Free Trade Agreement (FTA) between the United Kingdom and India provides significant advantages to the Indian garments and textiles manufacturing sector by eliminating tariffs, boosting competitiveness, and creating new opportunities for growth.

Key Business Divisions

Leather Garments Division

Bhartiya's Leather Garments Division is one of its key business segments of the company, reaffirming its position as one of the world's largest manufacturers of premium leather outerwear for men and women. Operating in a highly fragmented industry, Bhartiya's scale, integrated value chain, and operational excellence continue to set it apart from smaller peers.

During the year, the Division expanded its manufacturing capabilities by commissioning a state-of-the-art 50,000 sq. ft. factory, further strengthening our ability to meet growing global demand. Our extensive manufacturing footprint—spread across key locations in the Bangalore-Chennai region ensures efficient production, just-in-time delivery, and uncompromising quality.

In response to rapidly evolving fashion trends and increasing demand for sustainable practices, sustainability remains central to our strategy. The Chennai tannery has adopted eco-friendly protocols, including the use of traceable, organic, and biodegradable leathers, as well as compliance with leading sustainability certifications. This initiative highlights our dedication to supporting partner brands in meeting consumer expectations sustainably and responsibly.

Our talented design teams, based in Milan, Gurugram, and Bangalore, are equipped to rapidly develop and deliver fashion-forward collections for over 100 global clients. Their expertise enables quick adaptation to market trends while maintaining the highest product innovation standards.



About the Company

Bhartiya is a diversified global company with headquarter in New Delhi, India. The Group has successfully expanded its operations across multiple geographies, including India, Italy, and China, with a focus on Fashion and Real Estate. Founded by Mr. Snehdeep Aggarwal, Bhartiya Group's commitment to innovation and sustainability drives its blend of purpose and profit, creating long-term value for all its stakeholders.

Bhartiya International is a leading provider of design solutions and a manufacturer of apparel and accessories. We deliver comprehensive supply chain solutions to over 150 global fashion brands. Some of our esteemed brand associations include Allsaints, Zara, Coach, Guess, REISS, Timberland, Diesel, Ralph Lauren, and others.

With close to 30 years of experience and vertically integrated model, Bhartiya Fashion offers its customers a one-stop-shop manufacturing platform and 360-degree Customized Fashion Solutions ranging from product design, raw material sourcing, production, quality assurance, logistics, and documentation. We proudly employ over 10,000 people, both directly & indirectly and operate multiple manufacturing facilities across India.

Design-Driven approach at Bhartiya

At Bhartiya, a commitment to design excellence fuels innovation, supported by sophisticated in-house R&D teams based in Milan, Gurugram, Bangalore, and Chennai. The company operates exclusive design studios where talented teams craft private label collections in collaboration with global brands. These teams enhance partner designs, offering trend insights, fashion direction, and seasonal inspirations. Annually, Bhartiya develops collections for over 150 luxury brands and retailers worldwide, including prestigious names like Calvin Klein, , Levi's, All Saints, Armani, Belstaff, and Ralph Lauren.

Looking ahead, the Division is focused on further enhancing operational efficiency through increased automation and digitalization. Long-term, trusted client relationships underpin our strong revenue stability, while targeted business development efforts in select markets provide avenues for continued growth. The Leather Garments Division is well positioned to maintain its leadership in the market by driving product innovation, championing sustainability, and continuously optimizing its value chain.

Textile Outerwear Division

The Textile Outerwear Division continues to drive Bhartiya's commitment to delivering world-class products to leading global retailers and brands. Specializing in a diverse portfolio of men's and women's textile outerwear, the Division has recorded robust, sustainable growth in recent years.

Over the past two years, the Division has undertaken a comprehensive drive to streamline operations and implement state-of-the-art systems and processes. With operational stabilization achieved in the last year, the Division is now well-positioned to accelerate its growth trajectory in the coming period.

Recognizing the vast market potential for textile outerwear, Bhartiya has adopted a strategic approach to capitalize on emerging opportunities and reinforce its status as a key player in the industry. Our cross-selling strategy—offering multiple product lines to existing clients—has been particularly effective, not only strengthening long-standing customer relationships but also serving as a catalyst for acquiring new clients and driving sustained expansion.



Talent acquisition has remained a key priority, with the Division attracting experienced professionals from across the manufacturing sector to build high-performance production teams. This focus on skill and innovation supports our commitment to delivering high-value products and exceptional service quality.

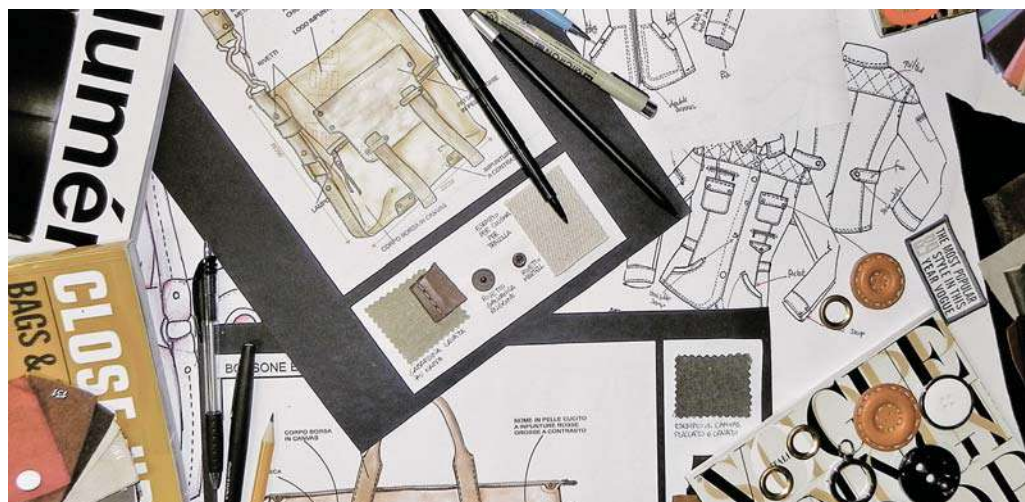
Looking ahead, the Textile Outerwear Division will remain central to Bhartiya's growth ambitions. Through continued operational excellence, strategic market expansion, and a relentless focus on product quality, the Division is poised to further grow its market share and contribute meaningfully to the Bhartiya Fashion's success in the coming years.

Fashion Accessories Division

Our Fashion Accessories division stands strategically well positioned to capitalize on significant global growth opportunities. The division's growth potential is directly aligned with pivotal trends shaping the international fashion market. The global fashion accessories market is on a strong upward trajectory, with projections estimating its value to reach nearly \$3.67 trillion by 2030. Bhartiya is well equipped to meet the evolving demands of this expanding market.

With long-term partnerships with customers like Coach, a globally recognized leader in the bags and accessories space, the division is poised for significant growth in the coming years. Additionally, we are actively pursuing similar alliances with other marquee brands in North America and Europe and UK, positioning ourselves as their preferred manufacturing partner.

With our production facilities now optimized and operating at optimal efficiency with lean manufacturing and automation, we are accelerating our production runs. This seamlessly aligns with our collaborations with leading brands, leveraging our design prowess and consistently achieving impressive margins in this segment.



Virtual Manufacturing Division

Bhartiya recognizes significant potential in the Virtual Manufacturing segment, which complements our established strengths in design, development, and marketing. Strategic investments this fiscal year in bolstering our product design teams and platform vendors have solidified existing client partnerships and unlocked additional growth through expansion into new product categories and the acquisition of new customers.

We have not only expanded business in existing categories but also ventured into new domains such as knitwear and sleepwear sourced from Bangladesh. Furthermore, our presence in China augments our sourcing capabilities across diverse apparel types, ensuring optimal price points.

We have expanded our presence in newer markets such as South Korea. Overall, Bhartiya's Virtual Manufacturing division has successfully cultivated international client relationships spanning mass-market volume retailers, high-fashion high-street retailers, and premium to entry-luxury segments. We are confident that these future-focused initiatives will drive substantial businesses within this category.

Aligned with the asset-light nature of virtual manufacturing, Bhartiya leverages cutting-edge technology to reduce lead times and strategically evaluate best-in-class sourcing and platform vendors. This is a direct result of three decades of pivotal manufacturing expertise, allowing us to remain at the forefront of industry innovation.



OUR COMPANY

HUMAN RESOURCE

The Human Resources team at Bhartiya is dedicated to driving business excellence by attracting top talent and implementing best-in-class people practices. Believing that an empowered and energized workforce leads to superior performance, the HR function continuously works to enhance employee engagement and development. With technology playing a pivotal role in meeting the evolving needs of the workforce, the team regularly upgrades its HR portal to stay aligned with emerging trends and to streamline processes for greater efficiency. These innovations are thoughtfully integrated with people practices fostering a supportive and future-ready work environment. Beyond organizational goals, Bhartiya also upholds its commitment to social responsibility through active participation in CSR initiatives. Overall, the HR team remains focused on nurturing leadership and enabling employees to grow and succeed in an increasingly dynamic and competitive business landscape.

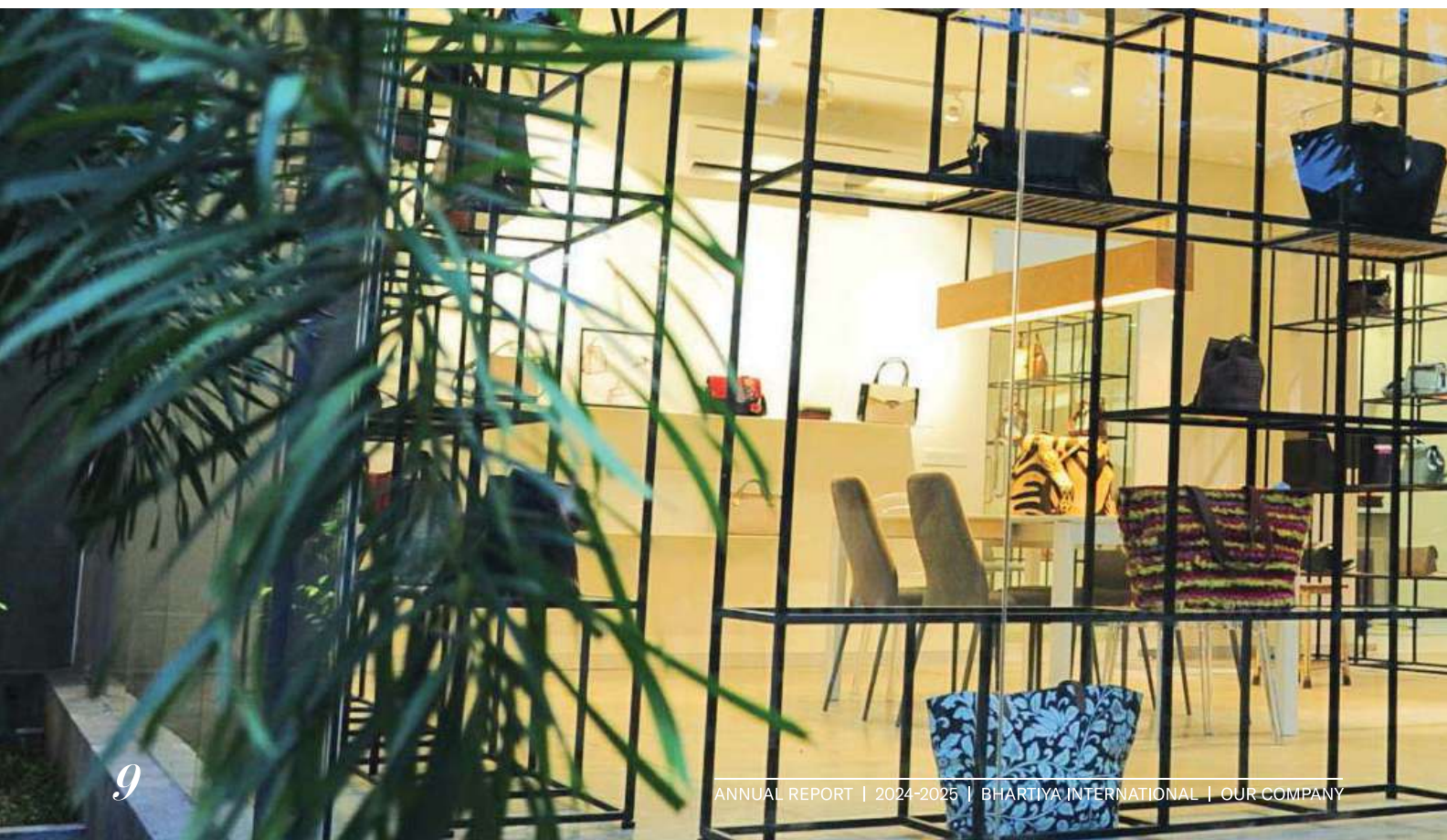
INTERNAL CONTROL

The Company has instituted a comprehensive and effective system of internal controls designed to safeguard its assets against unauthorized use or disposition and to ensure that all transactions are duly authorized, accurately recorded, and appropriately reported. This control framework is reinforced by a robust internal audit mechanism, periodic management reviews, and a well-articulated set of policies, procedures, and operational guidelines. These measures collectively ensure the integrity and reliability of financial and operational records, facilitating the preparation of accurate financial statements and reports, while upholding stringent accountability for the Company's assets. The internal auditors present their findings to the Audit Committee of the Board, ensuring diligent oversight and continuous improvement of the internal control environment.

FINANCIAL PERFORMANCE

On Consolidated basis, during the year under review, the Company achieved a turnover of Rs. 102926.27 Lakhs. The Net Profit/(loss) after taxes minority interest and share of profit/(loss) of associates was reported at Rs. 1562.66 Lakhs as compared to Rs. 19.76 Lakhs in the previous year.

On Standalone basis, during the year under review, the Company achieved a turnover of Rs. 85656.58 Lakhs. The Net Profit after taxes was reported at Rs. 2115.23 Lakhs as compared to Rs. 1758.60 Lakhs in the previous year.



SIGNIFICANT CHANGES IN FINANCIAL RATIOS

In accordance with SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, a Company is required to give details of significant changes (change of 25% or more as compared to the immediate previous financial year) in its financial ratios and details of any change in Return on Net Worth as compared to the immediately previous financial year.

Accordingly Inventory Turnover ratio increased to 0.84 for FY 2024-25 compared to 0.64 in FY 2023-24.

There is a change of 0.08% in Return on Net Worth 2024-25 (5.77%) as compared to immediate previous year i.e. 2023-24 (5.36%).

RISK MANAGEMENT

The Company has instituted a comprehensive and dynamic risk management framework that systematically identifies, assesses, and mitigates risks at strategic, operational, and compliance levels across its business segments, functions, and geographies. The Board of Directors is regularly apprised of material risks and emerging opportunities that could potentially impact the Company's performance or be leveraged for strategic advantage. Well-defined processes and responsive mechanisms are in place to ensure proactive and time-bound mitigation or capitalization of such risks and opportunities. Bhartiya International's exposure to foreign exchange risk, primarily associated with its cross-border trade activities, is prudently curtailed through sophisticated financial planning, disciplined treasury operations, and the strategic deployment of hedging instruments.

CAUTIONARY STATEMENT

This report contains forward-looking statements, including projections and estimates, which are based on current market conditions and anticipated developments. Actual results may differ materially due to various factors such as demand-supply dynamics, input cost fluctuations, regulatory changes, industrial relations, and overall economic conditions. Bhartiya International assumes no responsibility for the accuracy of these statements and undertakes no obligation to update them in light of future events or circumstances.





BHARTIYA URBAN, BHARTIYA CITY, BENGALURU A THOUGHTFULLY DESIGNED CITY

Spread across **125+ acres**, **Bhartiya City** is a meticulously planned urban destination that brings together homes, offices, hospitality, culture, retail, and gardens into a single, cohesive ecosystem. It is guided by a fundamental belief: that **design thinking has the power to elevate everyday life** — by making it more beautiful and enjoyable.

In Bhartiya City, design is not just about aesthetics — it's about solving real, everyday challenges. From how you commute to how you connect with your neighbours, from the way your home feels to the public spaces you spend time in — everything is **thoughtfully designed to help people live better, more balanced lives**. A life that is not just functional, but joyful. Not just efficient but enriching. This is what we call the **Good Life by Design**.

At the heart of this philosophy is **Nikoo Homes**, our flagship residential brand and India's first branded housing concept focused on **family, community, wellness, learning, and culture**. With over **5,500 families** already living in Nikoo 1, 2, and 4 — and **Nikoo 5** breaking sales records as one of Bengaluru's fastest-selling projects — the brand has set a new standard for modern urban living. **Nikoo 6**, our first residential project beyond Bhartiya City, continued this momentum and is nearly sold out. Building on this success, we are now preparing to launch more Nikoo Homes across Bengaluru.

Bhartiya City is also becoming a thriving business district, with over **3 million sq. ft.** of premium IT office space already operational and another **1.1 million sq. ft.** under development.

Adding to the city's character is **The Leela Hotel & Convention Centre**, home to one of Bengaluru's largest convention venues and the preferred address for high-profile events. Adjacent to the hotel, **private Leela residences** overlook the lush Central Park, combining timeless architecture with refined living and the legendary Leela service.

Retail, culture, and entertainment converge at the **Bhartiya Mall of Bengaluru**, now a vibrant city landmark. More than just a shopping destination, it plays host to iconic experiences — from the **Van Gogh immersive exhibition** to live performances by global artists such as **Martin Garrix, Alan Walker, and Prateek Kuhad**.

Together, these elements create more than a city — they create a **lifestyle designed for the good life**.

BOARD'S REPORT

Your Directors' are pleased to present the Thirty Eighth Annual Report on the business and operations of the Company together with Audited Financial Statements for the financial year ended 31st March, 2025 ("year under review").

FINANCIAL RESULTS

The consolidated and standalone financial results of the Company for the financial year ended 31st March, 2025 are as follows:

(Rs. in Lakhs)

Particulars	Consolidated		Standalone	
	2024-25	2023-24	2024-25	2023-24
Net Sales/ Income from Operations	102926.27	77752.21	85656.58	66094.66
Other Income	443.77	691.53	396.77	265.62
Total Income	103370.04	78443.74	86053.35	66360.28
Profit before Interest, Tax & Depreciation	9485.99	8614.04	8407.49	7365.41
Finance Cost	4539.01	4213.58	4352.70	3929.80
Profit before Tax & Depreciation	4946.98	4400.46	4054.79	3435.61
Depreciation	2575.38	2553.30	1056.67	1047.56
Profit Before Tax	2371.60	1847.16	2998.12	2388.05
Tax Expenses	932.19	674.34	882.89	629.45
Net Profit after Tax	1562.66	1172.82	2115.23	1758.60
Share of Net Profit/(Loss) of Associates	123.25	(1153.05)	-	-
Net Profit/Loss	1562.66	19.76	2115.23	1758.60
Other Comprehensive Income	(33.65)	1.88	(21.50)	7.36
Total Comprehensive Income for the Year	1529.01	21.64	2093.73	1765.96
Paid up Equity Share Capital	1298.44	1220.94	1298.44	1220.94
Reserve (Excl. Revaluation Reserve)	43556.92	37778.13	38295.51	32488.82
Earning per Share (Basic) Rs.	12.77	0.20	17.29	14.40
Earning per Share (Diluted) Rs.	12.47	0.20	16.88	14.40
Dividend	-	-	-	-

PERFORMANCE REVIEW

On Consolidated basis, during the year under review, the Company achieved a turnover of Rs. 102926.27 Lakhs. The Net Profit after taxes, minority interest and share of profit of associates was reported at Rs. 1562.66 Lakhs as against profit of Rs. 19.76 Lakhs in the previous year.

On Standalone basis, during the year under review, the Company achieved a turnover of Rs. 85656.58 Lakhs. The Net Profit after taxes was reported at Rs. 2115.23 Lakhs as compared to Rs. 1758.60 Lakhs in the previous year.

SHARE CAPITAL

During the year under review, the following changes had taken place in the Paid-up Equity Share Capital of the Company:

Dates	Description	No. of shares/ warrants	Total value of shares (INR)
01/04/2024	Share Capital at the beginning of the year	12209411	122094110
ADDITION			
19/03/2025	Equity Shares allotted pursuant to Conversion of Warrants	775000	7750000
31/03/2025	Share Capital at the end of the year	12984411	129844110

On 14th June, 2024, Company allotted 12,01,000 (Twelve Lakh One Thousand only) Fully Convertible Warrants ("Warrants") to M/s. Urbanac Projects Private Limited, a Promoter Group Company, on a preferential basis, in accordance with the applicable provisions of the Companies Act, 2013 and SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018. Each Warrant carries a right to subscribe to one Equity Share of the Company.

The Warrants were issued for cash at a price of Rs. 430/- (Rupees Four Hundred and Thirty only) per Warrant. Subsequently, on request of the allottee, 7,75,000 (Seven Lakh Seventy-Five Thousand) Warrants have been converted into an equal number of Equity Shares of the Company. The balance 4,26,000 Warrants remain outstanding and are convertible at the option of the allottee within the prescribed period as per the terms of issue.

PROCEEDS FROM PUBLIC ISSUES, RIGHTS ISSUES, PREFERENTIAL ISSUES ETC.

During the year under review, in compliance to the applicable provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Sections 42 and 62 of the Companies Act, 2013, along with the relevant rules framed thereunder, your Company issued and allotment **12,01,000 (Twelve Lakhs One Thousand)** Fully Convertible Warrants ("Warrants") at an issue price of **Rs. 430/- (Rupees Four Hundred and Thirty Only)** per Warrant. These Warrants are convertible into Equity Shares, amounting to an aggregate consideration of **Rs. 51,64,30,000/- (Rupees Fifty-One Crores Sixty-Four Lakhs Thirty Thousand Only)**.

Out of total, **7,75,000 (Seven Lakhs Seventy-Five Thousand)** Warrants were duly converted into Equity Shares, and the corresponding equity shares were credited to the Company's paid-up share capital on **19th March, 2025**.

There has been no deviation in the utilization of funds from the stated objects for which they were raised. Brief summary of utilization of funds is as follows:

S. No.	Particulars	Amount allocated as per Placement Document (In INR Lakhs)	Amount Utilized as on date of this report (In INR Lakhs)
1.	For augmenting the Working Capital requirement of the Company.	3914.30	3056.73
2.	For Factory Refurbishment and addition of Plant & Equipment.	250.00	250.00
3.	For General Corporate Purpose.	1000.00	483.72
	Total	5164.30	3790.45

DIVIDEND

In view of the need to conserve resources for future growth and considering the prevailing economic conditions, the Board of Directors of the Company has deemed it prudent not to recommend any dividend on the Equity Shares of the Company for the financial year ended 31st March, 2025.

The decision has been taken after evaluating the Company's financial performance for the year under review, its long-term business strategy, and the need to retain internal accruals to fund ongoing and upcoming business opportunities. The Board believes this approach is in the best long-term interest of the Company and its stakeholders.

Further, pursuant to Regulation 43A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the requirement to adopt a Dividend Distribution Policy is not applicable to the Company for the financial year 2024-25, as it does not fall within the prescribed threshold.

The shareholders are being informed of this decision through this Board's Report and the same will also be communicated in the Notice convening the ensuing Annual General Meeting.

DETAILS AND PERFORMANCE OF SUBSIDIARY COMPANIES

Domestic Subsidiaries

Bhartiya Global Marketing Limited

It is a Global Marketing Company engaged in the export of textile and leather garments. The net loss was reported at Rs. 2.23 lakhs during the financial year 2024-25.

J&J Leather Enterprises Limited

This Company is a tannery to support our leather garments and accessories business through conversion of wet blue leather into finished leather. The total revenues of the Company stood Rs. 2279.61 lakhs and the net loss as Rs. 26.50 lakhs during the financial year 2024-25.

Bhartiya International SEZ Limited

The Company is incorporated to develop sector specific Special Economic Zone (SEZ) of Leather & Leather Products. It is a joint venture between Bhartiya International Limited and Andhra Pradesh Industrial Infrastructure Corporation. The total revenues of the Company reported Rs. 57.08 lakhs and the net loss as Rs. 34.53 lakhs during the financial year 2024-25.

Bhartiya Fashion Retail Limited

The Company incurred a loss of Rs. 2.56 lakhs for the financial year 2024-25.

Bhartiya Urban Infrastructure Limited

The Company incurred a loss of Rs. 0.29 lakhs for the financial year 2024-25.

Overseas Subsidiaries**Ultima S.A. Switzerland**

The Company is engaged in the marketing and sale of outerwear, including leather garments, accessories, and textile products across Europe. During the financial year 2024-25, the Company reported total revenues of **CHF 10,212,386.18** and incurred a **net loss of CHF 922,395.02**. The Company has been experiencing continued losses over the past financial years, indicating ongoing challenges in achieving profitability.

World Fashion Trade Limited, Mauritius

The Company registered income of HK\$ 3,12,082 and net profit of HK\$ 1,62,570 for the period ended 31st March, 2025.

Ultima Italia SRL, Italy

This company markets all fashion products including fur and leather garments in Italian market. The total revenues of the Company reported as Euro 30,96,594 and the net profit as Euro 2,470 during the financial year 2024-25.

Design Industry Limited, Hongkong

This company is engaged in sourcing of outerwear (including leather, PU Garments, fashion accessories) and textile product from China and India for marketing and selling in Europe. The total revenues of the Company reported as HK\$ 86,351,132 and the net profit as HK\$ 9,38,417 during the reported period.

Design Industry China Limited, China

Design Industry China Limited is a wholly owned subsidiary of Ultima S.A. This company is engaged in marketing and selling of outerwear (including leather, PU Garments, fashion accessories) from China for marketing and selling in China. The total revenue of the Company reported as RMB Yuan 9430155.71 and the net profit as RMB Yuan 395039.63 during the financial year.

New Subsidiary /Associate Company Incorporated / Dissolved during the year

No new Subsidiary or Associate Company was incorporated acquired during the year under review. Also, no subsidiary/ or Associate Company was dissolved during the year under review.

FINANCIAL STATEMENTS

As mandated by the Ministry of Corporate Affairs, the financial statements for the year ended on 31st March, 2025 has been prepared in accordance with the Indian Accounting Standards (IND AS) notified under Section 133 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014. The estimates and judgements relating to the Financial Statements are made on a prudent basis, so as to reflect in a true and fair manner, the form and substance of transactions and reasonably present the Company's state of affairs, profits and cash flows for the year ended 31st March, 2025.

Consolidated Financial Statements

The Consolidated Financial Statements of the Company are prepared in accordance with the relevant Indian Accounting Standards issued by the Institute of Chartered Accountants of India and forms an integral part of this Report.

Pursuant to Section 129(3) of the Companies Act, 2013 read with Rule 5 of the Companies (Accounts) Rules, 2014, a statement containing salient features of the financial statements of Subsidiaries/Associate Companies/Joint Ventures is given in Form AOC-1 and forms an integral part Annual Report for the Financial Year 2024-25.

EMPLOYEES STOCK OPTION PLAN

Pursuant to the shareholders' resolution dated 23rd September, 2013, the Board instituted the Employee Stock Option Plan ('ESOP 2013') during the year 2013. The final vesting under the scheme was completed and the scheme expired/completed on 31st December, 2023. All options that were not exercised by the eligible employees have lapsed, and the scheme now stands concluded and is no longer in force.

DIRECTORS

Retirement by rotation and subsequent re-appointment

In terms of the applicable provisions of the Companies Act, 2013 ("the Act") and the Articles of Association of the Company, Mr. Nikhil Aggarwal (DIN: 01891082), Director of the Company, retires by rotation at the ensuing Annual General Meeting and, being eligible, offers himself for re-appointment. The Board recommends his re-appointment for the approval of the members.

KEY MANAGERIAL PERSONNEL

The following are the Key Managerial Personnel of the Company during the year under review.

Sl. No.	Name of the person	Designation
1.	Mr. Manoj Khattar	Whole-Time Director
2.	Mr. Raj Kumar Chawla	Chief Financial Officer
3.	Mr. Yogesh Kumar Gautam	Company Secretary

DIRECTORS' RESPONSIBILITY STATEMENT

To the best of knowledge and belief and according to the information and explanations obtained, your Directors make the following statement in terms of Section 134(3)(c) of the Companies Act, 2013:

- that in the preparation of the annual accounts for the financial year ended 31st March, 2025, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- that the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company as at 31st March, 2025 and of the profit of the company for the year ended on that date;
- that the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- that the annual accounts have been prepared on a going concern basis; and
- that the directors, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively; and
- that the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

NUMBER OF MEETINGS OF THE BOARD

During the financial year 2024-25, five Board Meetings of the Company were held. The details of the Meetings of the Board held during the financial year 2024-25 forms part of the Corporate Governance Report.

NOMINATION, REMUNERATION AND BOARD DIVERSITY POLICY

The Board of Directors has framed a policy which lays down a framework in relation to remuneration of Directors, Key Managerial Personnel and Senior Management of the Company. The Policy broadly lays down the guiding principles, philosophy and the basis for payment of remuneration to Executive and Non-Executive Directors. This policy also lays down the criteria for selection and appointment of Board members. The policy also provides the criteria for determining qualifications, positive attributes and Independence of Directors and criteria for appointment of Key Managerial Personnel/Senior Management and performance evaluation which are considered by the Nomination and Remuneration Committee and the Board of Directors while making selection of the candidates.

BOARD EVALUATION

Pursuant to the applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Board has carried out an Annual Evaluation of its own performance, the performance of individual Directors, and the working of its Committees.

The evaluation was conducted based on the criteria defined by the Nomination and Remuneration Committee, covering various aspects such as the structure and composition of the Board, frequency and effectiveness of Board meetings, discharge of key responsibilities, delegation of responsibilities to Committees, Board processes, availability of information, and overall Board functioning.

The performance of the Committees was assessed based on the degree of fulfilment of their respective mandates, the adequacy of composition, and the effectiveness of meetings. Individual Directors were evaluated on parameters including attendance, active participation, contribution in Board/Committee deliberations, and value addition outside the formal meetings.

A separate meeting of Independent Directors was held on 17th March, 2025, in the absence of Non-Independent Directors and members of management, wherein the performance of the Board as a whole, the Chairman, Non-Independent Directors, and the Whole-Time Director was evaluated.

The outcome of the evaluations was also reviewed and discussed in the meetings of the Nomination and Remuneration Committee and subsequently by the Board. The performance evaluation of Independent Directors was carried out by the entire Board, excluding the Director being evaluated.

The Board of Directors expressed overall satisfaction with the evaluation process and the performance of the Board, its Committees, and individual Directors.

FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS

The Company has in place a structured Familiarisation Programme to provide its Independent Directors with an understanding of the nature of the industry, the Company's business operations, and their roles, rights, and responsibilities. This programme is conducted at the time of appointment and on an ongoing basis, to keep them updated on relevant developments.

The details of the Familiarisation Programme are disclosed in the Corporate Governance Report and are also available on the Company's website at <https://bhartiyaafashion.com/download/FAMILIARISATION-PROGRAMME-FOR-INDEPENDENT-DIRECTORS-2024-2025.pdf>

MANAGEMENT DISCUSSION & ANALYSIS

The Management Discussion and Analysis Report, as required under Regulation 34(2)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, forms an integral part of this Board's Report. The report provides a detailed overview of the Company's operations, industry outlook, opportunities and threats, risks and concerns, internal control systems, and financial and operational performance during the year under review and is presented in a separate section of the Annual Report.

STATUTORY AUDIT

At the Annual General Meeting (AGM) held on 29th September, 2022, the members of the Company appointed M/s. Sushil Poddar & Co., Chartered Accountants (Firm Registration No. 014969N) as the Statutory Auditors of the Company for a term of five consecutive years, to hold office from the conclusion of the 34th AGM until the conclusion of the 39th AGM.

Pursuant to the notification issued by the Ministry of Corporate Affairs vide Notification No. S.O. 1833(E) dated 7th May, 2018, the requirement for seeking ratification of the appointment of auditors at every AGM has been omitted. Accordingly, no resolution for ratification of their appointment is being placed before the members at the 38th Annual General Meeting.

The Audit Report for the financial year ended 31st March, 2025, issued by M/s. Sushil Poddar & Co., forms part of the Annual Report. The report is unmodified and does not contain any qualification, reservation, adverse remark, or disclaimer.

Further, during the year under review, the Statutory Auditors have not reported any matter under Section 143(12) of the Companies Act, 2013, and therefore, no disclosure is required under Section 134(3)(ca) of the said Act.

SECRETARIAL AUDIT

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the rules made thereunder, the Company appointed Mr. Ravi Sharma, Practicing Company Secretary (FCS No. 4468, C.P. No. 3666) of M/s. RSM & Co., to conduct the Secretarial Audit of the Company for the financial year ended 31st March, 2025.

The Secretarial Audit Report is annexed to this Report as Annexure 'A' and forms an integral part of the Board's Report. The report does not contain any qualification, reservation, or adverse remark for the year under review.

Further, in compliance with Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8th February, 2019, the Company has submitted its Annual Secretarial Compliance Report for the year ended 31st March, 2025 to the stock exchanges within the prescribed timelines. The said report is also available on the Company's website at: www.bhartiya.com.

Pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013, read with the rules made thereunder, and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with Schedule III of SEBI Master Circular No. SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated 31st December, 2024, every listed company is mandatorily required to appoint a Secretarial Auditor to conduct the Secretarial Audit for a continuous period of five years. Accordingly, the Board in its meeting dated 29th May 2025 approved the appointment of M/s. RSM & Co., Company Secretaries, as secretarial auditor for consecutive terms of five years subject to the approval of Shareholders' at ensuing Annual General Meeting.

COMMITTEES

The Board of Directors has the following mandatory Committees:

1. Audit Committee
2. Nomination and Remuneration Committee
3. Stakeholders' Relationship Committee
4. Corporate Social Responsibility Committee

The details of the composition of Committees, terms of reference and numbers of Meetings held during the financial year 2024-25 are provided in the Corporate Governance Report.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

As part of its commitment to social responsibility, the Company continues to undertake initiatives focused on education and rural development, in line with the activities specified under Schedule VII of the Companies Act, 2013 and the Company's CSR Policy.

During the financial year, the Company has implemented a mix of ongoing projects and non-ongoing (one-time) initiatives as part of its CSR activities. The ongoing projects are being implemented in a phased manner, with clearly defined timelines and monitoring mechanisms, and have been approved by the Board in accordance with Rule 4(1)(a) of the Companies (CSR Policy) Rules, 2014.

The Report on CSR activities, containing the details of expenditure on ongoing and other projects, CSR Committee composition, and a brief outline of the CSR Policy, is annexed to this Report as **Annexure 'B'** and forms an integral part of the Board's Report. The Company's CSR Policy is available on its website at www.bhartiya.com.

CORPORATE GOVERNANCE

Pursuant to the provisions of Regulation 34(3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a separate section on Corporate Governance forms an integral part of this Annual Report. The report outlines the corporate governance practices followed by the Company and affirms its commitment to maintain the highest standards of transparency, accountability, and integrity in all its operations.

A certificate from the Company's Secretarial Auditors confirming compliance with the conditions of Corporate Governance as prescribed under the said Regulations is also annexed to the Corporate Governance Report.

BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORTING (BRSR)

Pursuant to Regulation 34(2)(f) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with the applicable SEBI circulars, the requirement to submit a Business Responsibility and Sustainability Report (BRSR) is not applicable to the Company for the financial year ended 31st March, 2025, based on the financial thresholds and listing criteria prescribed under the said regulations.

ANNUAL RETURN

In terms of Section 92(3) of the Act and Rule 12 of the Companies (Management and Administration) Rules, 2014, the Annual Return of the Company is available on the Company's website at the following web link: <https://bhartiyaafashion.com/investor-relations.html>.

RELATED PARTY TRANSACTIONS

In compliance with the requirements of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, your Company has formulated a Policy on Related Party Transactions which is available on Company's website at <http://bhartiyaafashion.com/download/POLICY-ON-RELATED-PARTY-TRANSACTIONS.pdf>

The Policy intends to ensure that proper reporting, approval and disclosure processes are in place for all transactions between the Company and its Related Parties. All Related Party Transactions are placed before the Audit Committee for review and approval. Prior omnibus approval is obtained for Related Party Transactions, which are of repetitive nature and / or entered in the Ordinary Course of Business and are at Arm's Length.

All related party transaction entered during the year were in Ordinary Course of the Business and on Arm's Length basis. No Material Related Party Transaction as per the limits specified under Companies Act, 2013 and/ or SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, was entered during the year under review by your Company. Accordingly, the disclosure of Related Party Transactions as required under Section 134(3)(h) of the Companies Act, 2013 in Form AOC-2 is not applicable.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS BY COMPANY

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to Financial Statements.

RISK MANAGEMENT

The Company has adequate risk management processes to identify and notify the board of directors about the risks or opportunities that could have an adverse impact on the Company's operations or that could be exploited to maximize the gains. The processes and procedures are in place to act in a time bound manner to manage the risks or opportunities. The Company's approach to addressing business risks is comprehensive and includes periodic review of such risks and a framework for mitigating controls and reporting mechanism of such risks. Bhartiya International's exposure to foreign currency risk is restricted to its imports and exports. These risks are minimized through well-thought-out financial operations, astute treasury management and effective use of hedge options.

VIGIL MECHANISM/WHISTLE BLOWER POLICY

The Company has a Whistle Blower Policy to report genuine concerns or grievances. The Whistle Blower Policy has been posted on the website of the Company (www.bhartiya.com).

ENVIRONMENT AND SAFETY

The Company is conscious of the importance of environmentally clean and safe operations. The Company's policy requires conduct of operations in such a manner so as to ensure safety of all concerned, compliances environmental regulations and preservation of natural resources.

As required by the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013, the Company has formulated and implemented a policy on prevention of sexual harassment at the workplace with a mechanism of lodging complaints. Besides, redressal is placed on the intranet for the benefit of employees. Further, the Company has complied with provision relating to the constitution of Internal Complaint Committee and awareness programs under the Sexual Harassment

of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (14 of 2013). There was no instance reported for sexual harassment at workplace during the year under review.

Details of the number of complaints received, disposed of and pending for the year under review are as follows:

- | | |
|---|-----|
| (a) Number of complaints of sexual harassment received: | Nil |
| (b) Number of complaints disposed of during the year: | Nil |
| (c) Number of cases pending for more than ninety days: | Nil |

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has a proper and adequate system of internal controls to ensure that all assets are safeguarded and protected against loss from unauthorised use or disposition and that the transactions are authorised, recorded and reported correctly. Such internal controls are supplemented by an extensive programme of internal audits, review by management and documented policies, guidelines and procedures. These are designed to ensure that financial and other records are reliable for preparing financial information and other reports and for maintaining regular accountability of the Company's assets. The internal auditors present their report to the Audit Committee of the Board.

The Audit Committee of the Board of Directors actively reviews the adequacy and effectiveness of the internal control systems and suggests improvements to strengthen the same. The Company has a robust Management Information System, which is an integral part of the control mechanism.

CREDIT RATING

Rating Committee of India Ratings and Research (Ind-Ra) has re-affirmed the long-term issuer rating of the Company to **IND BBB** (pronounced IND triple B) with **stable outlook** on 10th July, 2025. Ind-Ra has re-affirmed rating of IND BBB/ Stable/ IND A2 for Fund- based working capital limits of Rs. 501.12 crores and term loan/ Proposed term loan of Rs. 79.62 crores. Agency has assigned rating IND A2 for non-fund based working capital limits of Rs. 66.35 crores. The outlook on the long-term rating has remained the same.

MATERIAL CHANGES AND COMMITMENTS

There are no material changes or commitments affecting the financial position of the Company which have occurred between the end of the financial year and the date of this Report, the business operations and financial position of the Company detailed in this Report as well as Notes to the Financial Statements of the Company.

SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.

The Company's securities are listed at the following Stock Exchanges in India:

BSE Limited

National Stock Exchange of India Limited

The Annual Listing fee for the financial year 2024-25 has already been paid to both the above Stock Exchanges.

COMPLIANCE OF SECRETARIAL STANDARDS

During the financial year under review, the Company has complied all applicable Secretarial Standards specified by the Institute of Company Secretaries of India pursuant to Section 118 of the Companies Act, 2013.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

There are no significant and material orders by the Regulators/Courts that would impact the going concern status of the Company and its future operations.

COST AUDIT AND MAINTANANCE OF COST RECORD

As per the Companies (Cost Records and Audit) Rules, 2014, Cost Audit is not applicable to the Company for the financial year 2024-25.

Further, maintenance of cost record as specified by the Central Government, under sub-section-1 of Section 148 of the Companies Act, 2013 is not required.

ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO.

Information in accordance with the provision of Section 134 (3)(m) of the Companies Act, 2013, read with Rule 8(3) of the Companies (Accounts) Rules, 2014 for the year ended 31st March, 2025 on the Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and outgo is given in the **Annexure 'C'** forming part of this report.

HUMAN RESOURCES

At Bhartiya, our objective is to align our talent pool with the Company's core business values and brand philosophy, while fostering technical proficiency and a solution-oriented mindset both of which are critical enablers of business growth. We are committed to providing our people with a platform to innovate, experiment, and embrace new opportunities in order to serve the customers of tomorrow.

Our people are the foundation of Bhartiya's success, forming a strong base upon which we build future possibilities. Our approach to attracting and nurturing top-quality talent combines empowerment with accountability, offering lifelong development opportunities and cultivating leadership for change.

Talent sourced from across India is placed in high-impact roles at Bhartiya, where individuals are encouraged to deploy functional expertise and deliver innovative solutions that contribute to operational excellence and the broader business strategy.

During the year under review, our people played a pivotal role in ensuring efficient operations at our manufacturing units and in driving market development and product expansion. Our focus remains on continuous people development enhancing knowledge, sharpening skills, and embedding robust HR practices to meet the evolving talent needs of the organization.

We are committed to building a strong leadership pipeline by fostering a culture of continuous learning, innovation, and collaboration. To this end, we provide best-in-class learning and development support to empower our managers and future leaders.

PARTICULARS OF EMPLOYEES

During the financial year 2024-25, the Company had a total no. of **508** employees.

Pursuant to the provisions of Section 197(12) of the Companies Act, 2013, read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended, a statement containing the names and other particulars of employees who were in receipt of remuneration exceeding the limits specified under the said rules forms part of this Report.

Further, the disclosures pertaining to the ratio of remuneration and other details as required under Rule 5(1) of the aforesaid Rules also form part of this Report.

In accordance with the second proviso to Section 136(1) of the Act, the Annual Report excluding the aforementioned details is being sent to the members of the Company. The said information is available for inspection at the Registered Office of the Company during business hours on working days up to the date of the ensuing Annual General Meeting. Any member interested in obtaining such information may write to the Company Secretary, and the same shall be furnished upon request. The Annual Report, including the said information, is also available on the Company's website.

It is further confirmed that none of the employees listed in the said annexure is a relative of any Director of the Company. Additionally, none of the employees hold (either by themselves or jointly with their spouse and dependent children) more than 2% of the equity shares of the Company.

DEMAT SUSPENSE ACCOUNT FOR UNCLAIMED SHARES

There are no unclaimed shares of the Company.

PUBLIC DEPOSIT

The Company has neither invited/ nor accepted any deposits during the year within the meaning of Section 73 of the Companies Act, 2013, read with Companies (Acceptance of Deposit) Rules, 2014.

AWARDS AND ACCOLADES

Your Company continues to win awards year after year, reiterating its credible market position. Some awards received during the previous three Financial Years by the Company are as given below:

- (a) First Place National Export Excellence Award from Council for Leather Exports (Category above Rs.300 Crores – Leather Garments) year – 2023-2024.
- (b) First Place National Export Excellence Award from Council for Leather Exports (Category above Rs.300 Crores – Leather Garments) year – 2022-2023.
- (c) First Place National Export Excellence Award from Council for Leather Exports (Category above Rs.200 Crores & 300 Crores – Leather Garments) year – 2021-2022.
- (d) Second Place National Export Excellence Award from Council for Leather Exports (Overall Export of Leather & Products and Footwear for year – 2021-2022.
- (e) Second Place National Export Excellence Award from Council for Leather Exports (Overall Export of Leather & leather Footwear product including Non-Leather Footwear year – 2021-2022.

GENERAL

Your Directors state that no disclosure or reporting is required in respect of the following matters as there were no transactions on these matters during the year under review:

- a) Details relating to deposits covered under Chapter V of the Act.
- b) Neither the Managing Director nor the Whole-time Directors of the Company receive any remuneration and commission from any of its subsidiaries.
- c) No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.
- d) No frauds has been reported by the Auditors to the Audit Committee or the Board.
- e) There has been no changes in the nature of business of the Company.
- f) The Company has complied with the provisions relating to the Maternity Benefit Act, 1961 for the year under review.

ACKNOWLEDGEMENTS

The Board of Directors expresses its sincere gratitude for the continued support, guidance, and cooperation received from the Company's valued customers, suppliers, vendors, business associates, various government and regulatory authorities, local bodies, and banking partners.

The Board also places on record its deep appreciation for the commitment, dedication, and hard work of all employees across levels, whose efforts have been instrumental in driving the Company's progress and performance during the year.

For and on behalf of the Board

Snehdeep Aggarwal
Chairman

DIN: 00928080

Gurugram, 13th August, 2025

ANNEXURE A

FORM NO. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2025

[Pursuant to section 204(1) of the Companies Act, 2013 read with Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

The Members

Bhartiya International Limited
 56/7, Nallambakkam Village (via Vandalur)
 Chennai, Tamilnadu 600048

We have conducted the Secretarial Audit of the compliances of applicable statutory provisions and the adherence to good corporate practices by **BHARTIYA INTERNATIONAL LIMITED** (hereinafter called the Company"). The Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the Financial Year ended on March 31, 2025 complied with the statutory provisions listed hereunder and also that the Company has proper Board - Processes and Compliance – Mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:-

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the Financial Year ended on 31st March, 2025 according to the provisions of: –

1. The Companies Act, 2013("the Act") and Rules made thereunder as amended/modified;
2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder;
3. The Depositories Act, 1996 and the Regulations and Bye - laws framed thereunder;
4. The Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 to the extent applicable;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 to the extent applicable;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 to the extent applicable;
 - d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 **(Not applicable to the Company during the audit Period);**
 - e) The Securities and Exchange Board of India (Issue and Listing of Non-convertible Securities) Regulations, 2021 **(Not applicable to the Company during the audit Period);**
 - f) The Securities and Exchange Board of India (Registrar to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client to the extent of securities issued;
 - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 **(Not applicable to the Company during the audit period);**
 - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 **(Not applicable to the company during the audit period) and**
 - i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and amendments from time to time, to the extent applicable;

- j) The Securities and Exchange Board of India (Investor Protection and Education Fund) Regulation, 2009 to the extent applicable.
6. We further report that, having to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, on test check basis, the Company has complied with the laws and Regulations applicable to the Company;

We further report that the compliances by the Company of applicable financial laws, like direct and indirect tax laws, has not been reviewed in this Audit, since the same have been subject to review by statutory financial auditor and other designated professionals.

We have also examined compliance with the applicable clause of the following:

- i) Secretarial Standard with regard to meeting of Board of Directors (SS-1) and General Meetings (SS-2) issued by the Institute of Company Secretaries of India;
- ii) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines and Standards etc. mentioned above.

We further report that: -

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The Changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act;

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarification on the agenda items before the meeting and for meaningful participation at the meeting; and

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of meetings of the Board of Directors or committee of the Board, as the case may be.

There are adequate systems and processes in the Company commensurate with the size and operations of the company to monitor and ensure compliances with applicable laws, rules, regulations and guidelines.

We further report that during the audit period, the following event occurred which has bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standard etc.

1. The Company has allotted 12,01,000 fully convertible warrants at an issue price of Rs. 430/- per warrant aggregating to Rs. 51,64,30,000/- convertible into equivalent number of Equity Shares of face value of Rs. 10/- each.
2. The Company has allotted 7,75,000 Equity Shares pursuant to conversion of fully convertible warrants.

This report is to be read with our letter of even date which is annexed as "**Annexure-A**" and form an integral part of this report.

For RSM & Co.
Company Secretaries

CS RAVI SHARMA
Partner
FCS: 4468 | COP No.: 3666
UDIN: F004468G000989936
Peer Review Cert. No. 978/2020

New Delhi, 13th August, 2025

Annexure-A to Secretarial Audit Report

The Members
Bhartiya International Limited
56/7, Nallambakkam Village (Via Vandalur)
Chennai, Tamilnadu 600048

Based on the audit, our responsibility is to express an opinion on the compliance with the applicable laws and maintenance of records by the Company. We conducted our audit in accordance with the auditing standards CSAS 1 TO CSAS 4 prescribe by the Institute of Company Secretaries of India. These standards required that the auditor complies with statutory and regulatory requirements and plans and performs the audit to obtain reasonable assurance about compliance with applicable laws and regulations and maintenance of records.

Our Report of even date is to be read along with this letter.

1. Maintenance of Secretarial records is the responsibility of the Management of the Company. Our responsibility is to express an opinion on the Secretarial Records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verifications were done on the test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial and books of accounts of the Company.
4. Wherever required, we have obtained the Management representation about the compliances of Laws, Rules and Regulations and happening of events etc.
5. The compliance of the provisions of corporate and other applicable Laws, rule and regulations, standards are the responsibility of the Management. Our examination was limited to the verification of procedures on test basis.
6. Our Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the Management has conducted the affairs of the Company

For RSM & Co.
Company Secretaries

CS RAVI SHARMA
Partner
FCS: 4468 | COP No.: 3666
UDIN: F004468G000989936
Peer Review Cert. No. 978/2020

New Delhi, 13th August, 2025

ANNEXURE B

ANNUAL REPORT ON CSR ACTIVITIES FOR FINANCIAL YEAR 2024-25**1. Brief outline on CSR Policy of the Company.**

The Company's Corporate Social Responsibility (CSR) Policy, duly approved by the Board of Directors, outlines its commitment to contribute towards sustainable and inclusive development. The policy provides a comprehensive framework and an exhaustive list of programs and activities that the Company may undertake under its CSR initiatives, in accordance with the provisions of the Companies Act, 2013 and the Companies (CSR Policy) Rules, 2014.

2. CSR Activities During the Financial Year 2024-25:

During the year under review, the Company primarily focused its CSR efforts in the areas of:

- **Promoting education**, including special education and employment-enhancing vocational skills for children, women, elderly, and differently-abled individuals.
- **Rural area development projects**, aimed at improving infrastructure, health, and sanitation in underdeveloped regions.

These initiatives are aligned with Schedule VII of the Companies Act, 2013 and reflect the Company's commitment to responsible and inclusive growth.

Sl. No.	Name of Director	Designation/ Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Mr. Snehdeep Aggarwal	Chairperson	4	4
2	Mr. Vivek Kapur	Member	4	4
3	Ms. Sannovanda Machaiah Swathi	Member	4	4

- Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company at: <https://www.bhartiyafashion.com/download/CSR-PROJECTS-FY-2024-25.pdf>
- Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social responsibility Policy) Rules, 2014, if applicable (attach the report). **Not Applicable**
- Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any: **Not Applicable.**
- Average net profit of the company as per section 135(5).- **Rs. 22,72,40,398/-**
- Two percent of average net profit of the company as per section 135(5)- **Rs. 45,44,808/-**
 - Surplus arising out of the CSR projects or programmes or activities of the previous financial years.- **NIL**
 - Amount required to be set off for the financial year, if any- **Rs. 81,389/-**
 - Unspent amount of previous years- **NIL**
- Total CSR obligation for the financial year (7a+7b-7c+7d)- **Rs. 44,63,419/-**
- (a) CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year (in Rs.)	Amount Unspent (in Rs.)				
	Total Amount transferred to Unspent CSR Account as per section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5)		
	Amount (in Rs.)	Date of transfer	Name of the Fund	Amount	Date of transfer
36,14,379/-	9,93,000/-	19/04/2025	-	NIL	-

- (b) Details of CSR amount spent against ongoing projects for the financial year:

(1) Sl. No.	(2) Name of the Project	(3) Item from the list of activities in Schedule VII to the Act	(4) Local area (Yes/No)	(5) Location of the project		(6) Project duration	(7) Amount allocated for the project (in Rs.)	(8) Amount spent in the current financial Year (in Rs.)	(9) Amount transferred to Unspent CSR Account for the project as per Section 135(6) (in Rs.)	(10) Mode of Implementation-Direct (Yes/No)	(11) Mode of Implementation - Through Implementing Agency	
				State	District						Name	CSR Registration number
1	ONGOING CSR PROJECT 4 /2024-25	II	No	Delhi NCR/ Bengaluru	Gurugram, Chennai/ Bengaluru	One Year	21,00,000/-	11,07,000/-	9,93,000/-	Yes	N.A.	N.A.
TOTAL							21,00,000/-	11,07,000/-	9,93,000/-			

(c) Details of CSR amount spent against other than ongoing projects for the financial year:

(1) Sl. No.	(2) Name of the Project	(3) Item from the list of activities in schedule VII to the Act	(4) Local area (Yes/No)	(5) Location of the project		(6) Amount spent for the project (in Rs.)	(7) Mode of implementation - Direct (Yes/No)	(8) Mode of implementation - Through implementing agency	
				State	District			Name	CSR registration number
1	PROJECT 1/2024-25	Rural Development Project- dispensary.	Yes	Tamil Nadu	Kanchipuram	Rs. 3,46,579/-	Yes	Not Applicable	-
2	PROJECT 2/2024-25	Rural Development Project- Promotion of sports facilities for students	Yes	Bengaluru/ Tamil Nadu	Bengaluru/ Tamil Nadu	Rs. 15,00,000/-	No	Chaman Bhartiya School	CSR00028571
3	PROJECT 3/2024-25	Rural Development Project- Construction of road	Yes	Tamil Nadu	Kanchipuram	Rs. 6,60,800/-	Yes	Not Applicable	-
	TOTAL					Rs. 25,07,379/-			

(d) Amount spent in Administrative Overheads: **NIL**

(e) Amount spent on Impact Assessment, if applicable: **Not Applicable**

(f) Total amount spent for the Financial Year (9b+9c+9d+9e): **Rs. 36,14,379/-**

(g) Excess amount for set off, if any: **Rs. 1,43,960/-**

10. (a) Details of Unspent CSR amount for the preceding three financial years:

Sl. No.	Preceding Financial Year	Amount transferred to Unspent CSR Account under section 135 (6) (in Rs.)	Amount spent in the reporting Financial Year (in Rs.)	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any.			Amount remaining to be spent in succeeding financial years. (in Rs.)
				Name of the Fund	Amount (in Rs)	Date of transfer	
	-	NIL	NIL	-	NIL	-	NIL

(h) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s):

(1) Sl. No.	(2) Project ID	(3) Name of the Project	(4) Financial Year in which the project was commenced	(5) Project duration	(6) Total amount allocated for the project (in Rs.)	(7) Amount spent on the project in the reporting Financial Year (in Rs)	(8) Cumulative amount spent at the end of reporting Financial Year (in Rs.)	(9) Status of the project- Completed/ Ongoing
N.A.								

In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year (asset-wise details): **Not Applicable**

Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5): **Not Applicable**

For and on behalf of the Board

Manoj Khattar
Whole-Time Director
DIN: 00694981

Snehdeep Aggarwal
Chairman
DIN: 00928080

Gurugram, 13th August, 2025

ANNEXURE C**Information in accordance with the provisions of Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014:****a. Conservation of Energy**

Although the operations of the Company are not energy intensive, it continues to adopt measures for conservation of energy. Initiatives taken include monitoring and optimizing the use of DG sets, deployment of energy-efficient laptops and computers, and regulated usage of air-conditioners only when necessary. These efforts have collectively contributed to enhanced energy efficiency.

b. Technology Absorption

- c. The Company operates in a fashion-driven industry, where design and product development are critical. It leverages the expertise and resources of its Italian office for advanced design development. This association enables effective technology transfer and know-how to the Indian operations, thereby enhancing product innovation and operational capabilities.

d. Foreign Exchange Earnings and Outgo

- Foreign Exchange Earnings: Rs. 76,876.96 Lakhs
- Foreign Exchange Outgo: Rs. 26,561.54 Lakhs

For and on behalf of the Board

Snehdeep Aggarwal

Chairman

DIN: 00928080

Gurugram, 13th August, 2025

CORPORATE GOVERNANCE REPORT

(A) COMPANY'S PHILOSOPHY

The Company's philosophy on Corporate Governance is rooted in a legacy of fairness, ethics, and transparency, and continues to evolve with the changing business environment. As a responsible corporate citizen, the Company is committed to upholding the highest standards of governance, which is evident through a well-balanced and diverse Board comprising eminent Directors, robust policies, transparent practices, proactive disclosures, a strong focus on sustainability, and effective decision-making. These principles are aimed at fostering long-term, sustainable growth for all stakeholders. The Company ensures strict adherence to all applicable laws and regulations, both in letter and in spirit, and was in full compliance with the requirements of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "SEBI Listing Regulations"). The detailed Corporate Governance Report for the financial year 2024-25 is appearing below:

(B) BOARD OF DIRECTORS

The Board of Directors assumes the paramount responsibility for steering the overall management, strategic direction, supervision, and performance of the Company. It offers visionary leadership and strategic foresight while upholding an independent and objective outlook in the governance of the Company's affairs. In discharging its fiduciary duties, the Board ensures that the management embodies the highest standards of integrity, transparency, accountability, and ethical conduct. It diligently oversees the Company's performance to safeguard the interests of all stakeholders and to drive long-term value creation for shareholders. To ensure efficient and specialized oversight, the Board has established various Committees composed of Directors with deep domain expertise. These Committees play a vital role in assisting the Board by undertaking detailed evaluations of specific matters and providing well-considered recommendations on critical issues.

1. **Composition of the Board, Other Directorships and Committee Memberships**

The composition of the Board of Directors of the Company is in compliance with the provisions of the Companies Act, 2013 and the SEBI Listing Regulations.

As on 31st March, 2025, the Board comprises eight Directors, including:

- Three Non-Executive Directors
- Four Independent Directors (including one Woman Director)
- One Executive Director

The Independent Directors are distinguished professionals, bringing in a wide range of expertise and experience. Their active participation in the Board's deliberations ensures that strategic policy and key decision-making processes are conducted with objectivity, independence, and transparency.

The composition reflects a balanced mix of executive and non-executive, independent and non-independent members, ensuring effective governance and oversight.

Details regarding the directorships held by each Director in other public companies and their memberships/chairmanships in various committees (as per Regulation 26 of SEBI Listing Regulations) are provided below:

Name	Director Identification Number	Date of Appointment#	Category of Directors	Directorships in other Indian Public Limited Companies	Memberships/Chairmanships of other Committees		List of Directorship held in Other Listed Companies and Category of Directorship
					Chairperson	Member	
Mr. Snehdeep Aggarwal	00928080	07-01-1987	Promoter, Non-Executive Chairman	-	-	-	-
Mr. Manoj Khattar	00694981	13-08-2018	Executive Director (Whole-Time Director)	5	1	-	-
Mr. Robert Burton Moore Jr.	08108097	16-04-2018	Non-Executive Non-Independent Director	-	-	-	-
Mr. Nikhil Aggarwal	01891082	04-10-2007	Non-Executive Non-Independent Director	-	-	-	-

Name	Director Identification Number	Date of Appointment#	Category of Directors	Directorships in other Indian Public Limited Companies	Memberships/ Chairmanships of other Committees		List of Directorship held in Other Listed Companies and Category of Directorship
					Chairperson	Member	
Ms. Sannovanda Machaiah Swathi	06952954	01-04-2020	Non-Executive Independent Director	3	3	5	-PC Jeweller Limited Non-Executive Independent Director -Orient Green Power Company Limited Non-Executive Independent Director
Mr. Navkiran Singh Ghei	09649188	11-08-2022	Non-Executive Independent Director	-	-	-	-
Mr. Deepak Bhojwani	07351577	11-08-2022	Non-Executive Independent Director	-	-	-	-
Mr. Vivek Kapur	09678378	11-08-2022	Non-Executive Independent Director	1	-	1	-

#Date of appointment depicts first appointment not re-appointment.

Additional Notes on Board Composition:

i) The Directorships stated above do not include:

- o Alternate Directorships;
- o Directorships in Foreign Companies;
- o Section 8 Companies; and
- o Private Limited Companies.

The number of Directorships held by each Director is well within the limits prescribed under the Companies Act, 2013 ("the Act") and SEBI Listing Regulations.

- ii) For the purpose of Committee memberships/chairmanships, only Audit Committee and Stakeholders' Relationship Committee positions held in public limited companies (excluding Bhartiya International Limited) have been considered. All Directors comply with the limit of not holding memberships in more than ten Board-level committees and not serving as Chairperson of more than five such committees across all listed entities.
- iii) The Independent Directors of the Company meet the independence criteria as laid down under Regulation 16(1)(b) of the SEBI Listing Regulations and Section 149(6) of the Companies Act, 2013.
- iv) Details of Director(s) retiring by rotation or proposed to be re-appointed are provided in the Notice of the Annual General Meeting. A brief profile of each Director is also available on the Company's website at www.bhartiya.com.
- v) The tenure of Independent Directors is in accordance with the provisions of the Companies Act, 2013 and the applicable rules.
- vi) Mr. Nikhil Aggarwal is the nephew of Mr. Snehdeep Aggarwal, Promoter Director. Other than this relationship, none of the Directors are related to each other.

2. Number of Board Meetings

The Board meets at regular intervals to deliberate and decide on strategic, financial, operational, and compliance-related matters. Meetings are pre-scheduled well in advance to enable the Directors to plan their commitments effectively. In addition, the Company obtains Board approvals via circular resolutions, where permitted, in accordance with the Companies Act, 2013, and Secretarial Standards issued by ICSI.

Notices and detailed agenda papers are circulated to the Directors in advance to enable informed and effective decision-making. In exceptional situations, supplementary documents are tabled at the meeting with due permission of the Chair.

During the financial year 2024-25, five Board meetings were held on the following dates:

- 7th May, 2024
- 29th May, 2024
- 9th August, 2024
- 12th November, 2024
- 12th February, 2025

The time gap between any two meetings was within the statutory limit prescribed under Section 173 of the Companies Act, 2013 and the SEBI Listing Regulations.

The attendance of the Directors at the Board Meetings held during the financial year ended **31st March, 2025**, and at the previous **Annual General Meeting (AGM)** held in 2024 is as follows:

Name of Director	No. of Board Meetings Attended *	Attendance at Last AGM
Mr. Snehdeep Aggarwal	5	Absent
Mr. Manoj Khattar	5	Present
Mr. Robert Burton Moore Jr.	5	Absent
Mr. Nikhil Aggarwal	5	Absent
Ms. Sannovanda Machaiah Swathi	5	Absent
Mr. Navkiran Singh Ghei	5	Absent
Mr. Deepak Bhojwani	5	Absent
Mr. Vivek Kapur	5	Present

* Includes Meeting attended through Video/Tele Conference.

3. Selection of Independent Directors

The selection and appointment of Independent Directors is carried out in a structured manner by the Human Resources, Nomination and Remuneration Committee, in accordance with the provisions of the Companies Act, 2013 and SEBI Listing Regulations.

In identifying suitable candidates, the Committee considers individuals who possess a high level of integrity, professional standing, and an independent outlook. The Committee evaluates candidates based on:

- Qualifications and positive attributes
- Domain expertise relevant to the Company's business
- Experience across industry sectors
- Independence from management and other stakeholders
- Number of Directorships and Committee positions held in other companies

All appointments are made in accordance with the terms and conditions available on the Company's website at www.bhartiya.com.

As per statutory requirements, every Independent Director, at the first meeting of the Board in which they participate as a Director and subsequently at the first Board meeting of each financial year, submits a declaration confirming:

- That they meet the criteria of independence as laid down under applicable laws
- That there are no circumstances or relationships which may impair their ability to exercise independent judgment objectively and without external influence

The Company has received such declarations from all Independent Directors for the financial year 2024-25.

In the opinion of the Board, all Independent Directors meet the independence criteria as prescribed under Regulation 25 of SEBI Listing Regulations, and Section 149 read with Schedule IV of the Companies Act, 2013, and are independent of the management.

4. Skills/expertise/competencies of the Board

The Board recognizes certain skills/expertise/competencies that are required by it to function effectively in the context of business of the Company and which inter-alia consists of experience and knowledge of the Leather and Textile Industry and specialist knowledge in various areas.

Board members have significant experience and expertise in the areas of corporate governance, strategy, finance, banking and marketing. The Company is managed by the Board of Directors in coordination with the Senior Management team. The Board periodically evaluates the need for change in its composition and size.

The Board has identified the following skill set with reference to its Business and Industry which are available with the Board:

Name of the Directors	Core skills/expertise/competencies identified by the Board of Directors as required in the context of its business(es) and sector(s)
Mr. Snehdeep Aggarwal	Leadership, Entrepreneurship, Global business and consumer understanding, Business Strategy and Corporate Management
Mr. Manoj Khattar	Financial matters including capital budgeting, planning & management, and corporate finance experience.
Mr. Robert Burton Moore Jr.	Marketing specialist, Business Management
Mr. Nikhil Aggarwal	International Marketing and Business Management
Ms. Sannovanda Machaiah Swathi	Expertise in Banking, Accounts and Finance matters.
Mr. Navkiran Singh Ghei	Retired as Lt. Gen from Indian Army, highly decorated Army Officer having wide ranging leadership, management and organizational experience spanning 40 years of an extremely successful and distinguished career. Experience of working in a Global environment, has represented the country and the Defense Services internationally on several occasions.
Mr. Deepak Bhojwani	Mr. Deepak Bhojwani joined the Indian Foreign Service (IFS) in 1978. Since then, he has served in three Continents - Asia, Europe and South America - as well as the Ministry of External Affairs in New Delhi. During his career, he was accredited as Ambassador in seven Latin American countries. He became a Joint Secretary in the Government of India in October, 1997.
Mr. Vivek Kapur	Expertise in Accounts and Finance matters.

5. Information Supplied to the Board

The Board has complete and unrestricted access to all information pertaining to the Company. In accordance with Regulation 17(7) read with Part A of Schedule II of the SEBI Listing Regulations, the Company provides all relevant and applicable information to the Board.

Such information is typically furnished either through agenda papers circulated in advance of the Board meetings or via presentations and discussions held during the meetings.

6. Post Meeting Mechanism

All important decisions taken at the meetings of the Board and its Committees are promptly communicated to the relevant departments and divisions of the Company for effective implementation and necessary follow-up actions.

7. Board Support

The Company Secretary attends all meetings of the Board and its Committees and plays a key role in supporting the Board. The Company Secretary advises the Board on compliance with applicable laws, rules, and regulations, as well as on matters of corporate governance.

8. Shareholding of Non-Executive Directors

As on 31st March, 2025, the shares held by the Non-Executive Directors is provided below:

Name of the Directors	No. of shares held
Mr. Snehdeep Aggarwal	1143362
Mr. Nikhil Aggarwal	20100

Further, none of the Non-Executive Directors holds any convertible Instruments of the Company.

9. Roles, Responsibilities and Duties of the Board

The roles, responsibilities, and duties of the Board of Directors are defined under the SEBI Listing Regulations, Section 166 of the Companies Act, 2013, and Schedule IV of the said Act (which specifically outlines the duties of Independent Directors).

There is a clear demarcation of responsibilities and authority among the members of the Board to ensure effective governance and decision-making. The Board discharges its duties with integrity, accountability, and in compliance with all applicable legal and regulatory requirements.

10. Independent Directors

The Non-Executive Independent Directors of the Company meet the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI Listing Regulations.

A formal letter of appointment, in accordance with the provisions of the Companies Act, 2013, is issued to each Independent Director upon their appointment and is also disclosed on the Company's website at www.bhartiya.com.

In compliance with the SEBI Listing Regulations, none of the Independent Directors serve as an Independent Director in more than seven listed companies. Furthermore, no Independent Director of the Company holds the position of Whole-Time Director or Managing Director in any other listed company.

The Company has also obtained a certificate from a Practicing Company Secretary confirming that none of the Directors on the Board have been debarred or disqualified from being appointed or continuing as directors of companies by the Securities and Exchange Board of India (SEBI), Ministry of Corporate Affairs (MCA), or any other statutory authority.

11. Familiarization Program for Independent Directors

At the time of appointing an Independent Director, the Company issues a formal letter of appointment to the concerned Director. This letter clearly outlines the role, functions, duties, and responsibilities expected from a Director of the Company. The Director is also provided with detailed information regarding compliance requirements under the Companies Act, 2013, SEBI Listing Regulations, and other applicable laws, following which an affirmation of compliance is obtained.

To facilitate smooth onboarding, the Chairman holds a one-to-one discussion with the newly appointed Director to familiarize them with the Company's operations.

Furthermore, as part of the agenda of Board and Committee meetings, regular presentations are made to Independent Directors covering a wide range of subjects, including the Company's business and operations (including subsidiaries and associates), industry and regulatory updates, strategy, finance, risk management framework, and the roles, rights, and responsibilities of Independent Directors under various statutes.

Details of the familiarisation program for Independent Directors are available on the Company's website and can be accessed here: <https://bhartiyafashion.com/download/FAMILIARISATION-PROGRAMME-FOR-INDEPENDENT-DIRECTORS-2024-2025.pdf>

12. Directors & Officers Liability Insurance Policy

In compliance with SEBI Listing Regulations, the Company has a Directors & Officers Liability Insurance (D&O Insurance) Policy in place.

13. Conflict of Interests

Each Director annually informs the Company about the Board and Committee positions they hold in other companies, including any Chairmanships, and promptly notifies the Company of any changes during the year.

While discharging their duties, the Directors ensure that they avoid any conflict of interest in the decision-making process. Directors abstain from participating in discussions and refrain from voting on any matter where they have a personal interest or concern.

(C) COMMITTEES OF THE BOARD

The Board of Directors has constituted various Board Committees to focus on specific areas and activities that require detailed review and oversight. These Committees are formed with the approval of the Board and operate under their respective Charters.

The Board Committees play a vital role in the overall management of the Company's day-to-day affairs and governance. They meet regularly to carry out the responsibilities delegated to them by the Board.

To ensure transparency and good governance, the minutes of all Committee meetings are placed before the Board for their review and noting.

Currently, the Board has the following Committees:

1. AUDIT COMMITTEE**i. Composition**

The Audit Committee of the Board of Directors ("the Audit Committee") is entrusted with the responsibility of overseeing the Company's financial reporting process, internal controls, and risk management systems.

The composition, quorum, powers, role, and scope of the Audit Committee are in accordance with Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI Listing Regulations. All members of the Audit Committee possess expertise in areas such as Finance, Taxation, Economics, Risk Management, and International Finance.

Mr. Vivek Kapur serves as the Chairman of the Audit Committee, with Mr. Navkiran Singh Ghei and Ms. Sannovanda Machaiah Swathi as members.

The Audit Committee's responsibilities include, but are not limited to:

- Supervising and directing the internal audit and risk management functions;
- Reviewing the quarterly and annual financial results and statements;
- Interacting with statutory auditors to ensure audit quality and compliance; and
- Carrying out other functions as prescribed under the Companies Act, 2013 and SEBI Listing Obligations and Disclosure Requirements Regulations.

To effectively discharge its duties, the Audit Committee is empowered to investigate any matter within its terms of reference, seek information from employees, and obtain external legal and professional advice when necessary.

The Company Secretary acts as the Secretary of the Audit Committee. The Statutory Auditors, Internal Auditors, and Chief Financial Officer are invitees to the Audit Committee meetings.

ii. Meetings and Attendance during the Financial Year 2024-25

The Audit Committee met four times during the Financial Year 2024-25. The Company has fully complied with the requirements of Regulation 18 of the SEBI Listing Regulations concerning the maximum interval between two Audit Committee meetings. The requisite quorum was present at all the meetings.

The Chairman of the Audit Committee was present at the Company's last Annual General Meeting. The table below summarizes the attendance of the Audit Committee members during the year:

Director	29.05.2024	09.08.2024	12.11.2024	12.02.2025
Mr. Vivek Kapur	P	P	P	P
Mr. Navkiran Singh Ghei	P	P	P	P
Ms. Sannovanda Machaiah Swathi	P	P	P	P

Includes Meeting attended through Video/Tele Conference.

iii. Terms of Reference

The Audit Committee is entrusted with the following key responsibilities:

- a. Oversight of the Company's financial reporting process and disclosure to ensure that financial statements are accurate, sufficient, and credible.
- b. Recommending to the Board the appointment, reappointment, replacement, or removal of statutory auditors (including cost auditors, if applicable), and fixing their audit fees and other terms of engagement.
- c. Approving payments to statutory auditors for audit and any other services rendered.
- d. Reviewing with management the annual financial statements and auditors' reports before submission to the Board, with particular attention to:
 - Matters to be included in the Directors' Responsibility Statement.
 - Changes in accounting policies and their justifications.
 - Major accounting estimates involving management judgment.
 - Significant adjustments arising from audit findings.
 - Compliance with listing and legal requirements related to financial statements.
 - Disclosure of related party transactions.
 - Modified opinions in audit reports.
- e. Reviewing quarterly and half-yearly financial statements with management and statutory auditors prior to Board approval.
- f. Reviewing management reports on the use and application of funds raised through public issues, rights issues, preferential issues, etc., including monitoring agency reports on utilization, and recommending corrective action.
- g. Monitoring the independence, performance, and effectiveness of statutory auditors and the audit process.
- h. Approving or modifying related party transactions.
- i. Scrutinizing inter-corporate loans and investments.
- j. Reviewing valuations of undertakings or assets where necessary.
- k. Evaluating internal financial controls and risk management systems.
- l. Reviewing performance of statutory, cost, and internal auditors and adequacy of internal control systems.
- m. Reviewing the internal audit function, including structure, staffing, seniority, reporting, coverage, and frequency.
- n. Discussing significant findings from internal audits and follow-ups.
- o. Reviewing findings from internal investigations related to suspected fraud, irregularities, or failures of internal controls, and reporting these to the Board.
- p. Discussing the nature and scope of the audit with statutory auditors before commencement and post-audit discussions for concerns.
- q. Investigating reasons for substantial defaults, if any, in payments to depositors, debenture holders, shareholders (in case of dividend defaults), and creditors.
- r. Reviewing the functioning of the Whistle Blower mechanism.
- s. Approving appointment of the Chief Financial Officer (CFO) or other key finance personnel after assessing qualifications and experience.
- t. Framing and reviewing policies related to the Company's Code of Conduct and the Code for Prevention of Insider Trading, and supervising their implementation.
- u. Performing other functions as may be referred to the Committee by the Board or other Committees.
- v. Reviewing financial statements, particularly investments made by unlisted subsidiaries.

- w. Reviewing the following information:
 - Management Discussion and Analysis of financial condition and results.
 - Statements of significant related party transactions.
 - Management letters/internal control weakness letters issued by auditors.
 - Internal audit reports related to control weaknesses.
 - Appointment, removal, and remuneration terms of internal auditors.
- x. Reviewing statements of deviations:
 - Quarterly statements of deviations, including monitoring agency reports, submitted to stock exchanges as per Regulation 32(1) of SEBI Listing Regulations.
 - Annual statements of funds utilized for purposes other than stated in offer documents as per Regulation 32(7) of SEBI Listing Regulations.
- y. Reviewing utilization of loans/advances or investments in subsidiaries exceeding Rs. 100 crore or 10% of the subsidiary's asset size, whichever is lower.
- z. Exercising authority to review or investigate any matter covered under Section 177 of the Companies Act, 2013, and matters specified in Part C of Schedule II to the SEBI Listing Regulations.

2. NOMINATION AND REMUNERATION COMMITTEE

(i) Composition

The Committee comprises of three Non-Executive Independent Directors in pursuant to Regulation 19 of the SEBI LODR Regulations. Mr. Vivek Kapur is the Chairman of the Committee. Other members of the Nomination and Remuneration Committee are Mr. Navkiran Singh Ghei and Ms. Sannovanda Machaiah Swathi. Company Secretary acts as Secretary of the Nomination and Remuneration Committee. The Composition of Remuneration and Nomination Committee is pursuant to the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of SEBI Listing Regulations.

(ii) Meetings and Attendance during the financial year 2024-25

The Nomination and Remuneration Committee met two times during the year. The necessary quorum was present for the Meeting. The table below provides the Attendance of the Nomination and Remuneration Committee members:

Director	29.05.2024	09.08.2024
Mr. Vivek Kapur	P	P
Mr. Navkiran Singh Ghei	P	P
Ms. Sannovanda Machaiah Swathi	P	P

Includes Meeting attended through Video/Tele Conference.

(iii) Terms of reference

The broad terms of reference of the Nomination and Remuneration Committee are as under:-

- a. Identifying, evaluating, and recommending appropriate Independent Directors, Executive and Non-Executive Directors on the Board of the Company based on the qualifications, positive attributes, independence of a director and availability of time with him or her to devote to the job;
- b. Evaluating the skill, knowledge, experience and effectiveness of individual directors as well as the Board as a whole;
- c. Ensuring that the Board comprises of a balanced combination of Executive Directors and Non-Executive Directors which includes a policy on Board diversity;
- d. Identifying the qualifications, positive attributes and evaluating and recommending the appointment and remuneration of Key Managerial Personnel and Senior Management of the Company, one level below the Board;
- e. Payment of remuneration to the directors shall be approved by a resolution passed by the Nomination and Remuneration Committee;

- f. All information about the Directors / Managing Directors / Whole time Directors i.e., background details, past remuneration, recognition or awards, job profile shall be considered and disclosed to shareholders;
- g. The Committee shall take into consideration and ensure the compliance of provisions under Schedule V of the Companies Act, 2013 for appointing and fixing remuneration of Managing Directors / Whole time Directors;
- h. While approving the remuneration, the Committee shall take into account financial position of the Company, trend in the industry, qualification, experience and past performance of the appointee;
- i. The relevant disclosures will be made in the Annual Report of the Company and wherever required;
- j. The Committee shall look into the administration and superintendence of the Employee Stock Option Scheme implemented by the Company from time to time including:
 - the quantum of options to be granted under Employees' Stock Option Scheme per employee and in aggregate;
 - the conditions under which option vested in employees may lapse in case of termination of employment for misconduct;
 - the exercise period within which the employee should exercise the option, and that the option would lapse on failure to exercise the option within the exercise period;
 - the specified time period within which the employee shall exercise the vested options in the event of termination or resignation of an employee;
 - the right of an employee to exercise all options vested in him at one time or various points of time within the exercise period;
 - the procedure for making a fair and reasonable adjustment to the number of options and to the exercise price in case of corporate actions, such as rights issues, bonus issues, merger, sale of division and others;
 - the granting, vesting and exercising of options in case of employees who are on long leave; and the procedure for cashless exercise of options.
- k. To carry out any other function as is mandated by the Board from time to time and/or enforced by any statutory notification, amendment or modification as may be applicable or as may be necessary or appropriate for performance of its duties.

3. STAKEHOLDERS RELATIONSHIP COMMITTEE

i. Composition

In accordance with Regulation 20 of the SEBI Listing Regulations, the Stakeholders Relationship Committee is comprised entirely of Non-Executive Independent Directors. As on date, the composition of the Committee is as follows:

- Mr. Vivek Kapur – Chairman
- Mr. Navkiran Singh Ghei – Member
- Ms. Sannovanda Machaiah Swathi – Member

The Company Secretary acts as the Secretary to the Committee.

ii. Meetings and Attendance (FY 2024-25)

The Committee met five times during the financial year 2024-25 to review and address shareholder queries and grievances. The meetings included discussion on the nature of grievances received and their resolution status.

Director	29.05.2024	09.08.2024	07.10.2024	12.02.2025	28.03.2025
Mr. Vivek Kapur	P	P	P	P	P
Mr. Navkiran Singh Ghei	P	P	P	P	P
Ms. Sannovanda Machaiah Swathi	P	P	P	P	P

Includes Meeting attended through Video/Tele Conference.

iii. Terms of Reference

The terms of reference of the Stakeholders Relationship Committee are as under:

- Oversee and review and approve all matters connected with the transfer, transposition and transmission of the Company's securities, deletion of names, change of names;
- Approve issue of the Company's duplicate share / debenture certificates, if any;
- Monitor redressal of investors'/shareholders'/ security holders' grievances about non-receipt of declared dividend, non-receipt of Annual Reports;
- Oversee the performance of the Company's Registrars and Transfer Agents;
- Recommend methods to upgrade the standard of services to investors;
- Monitor implementation of the Company's Code of Conduct for Prohibition of Insider Trading;
- To perform all functions relating to the interests of shareholders/ investors of the Company as may be required by the provisions of the Companies Act, 2013, SEBI Listing Regulations with the Stock Exchanges and guidelines issued by the SEBI or any other regulatory authority.

During the financial year ended 31st March 2025, the Company did not receive any investor complaints. As such, there were no grievances which were pending during the financial year ending 31st March, 2025.

4. CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE

i. Composition

The CSR Committee of the Company has been constituted in compliance with the provisions of Section 135 of the Companies Act, 2013.

The Committee comprises the following three Directors:

- Mr. Snehdeep Aggarwal – Chairman
- Mr. Vivek Kapur – Member
- Ms. Sannovanda Machaiah Swathi – Member

All members of the Committee bring relevant experience and insights in driving the Company's CSR initiatives effectively.

The Committee is responsible for formulating and monitoring the implementation of the CSR Policy and recommending CSR activities and expenditure in accordance with applicable legal provisions.

ii. Meetings and Attendance during FY 2024-25

During the financial year ended 31st March 2025, the Committee met four (4) times to review and oversee the implementation of the Company's CSR policy and initiatives.

Director	29.05.2024	09.08.2024	12.11.2024	12.02.2025
Mr. Snehdeep Aggarwal	A	P	P	P
Mr. Vivek Kapur	P	P	P	P
Ms. Sannovanda Machaiah Swathi	P	P	P	P

Terms of reference

The broad terms of reference of the CSR Committee are as under:-

- To formulate and recommend to the Board, a Corporate Social Responsibility (CSR) Policy indicating activities to be undertaken by the Company in compliance with provisions of the Companies Act, 2013 and rules made there under.
- To recommend the amount of expenditure to be incurred on the CSR activities.
- To monitor the implementation of the framework of the CSR Policy.
- To disseminate factually correct information to investors, institutions and the public at large.
- To carry out any other function as is mandated by the Board from time to time and/or enforced by any statutory notification, amendment or modification as may be applicable or as may be necessary or appropriate for performance of its duties.

Considering the cause behind the formation of the CSR Committee, the members have refused to take sitting fees.

5. MANAGEMENT COMMITTEE

i. Composition

The Management Committee comprises three members:

- Mr. Snehdeep Aggarwal
- Mr. Manoj Khattar
- Mr. Vivek Kapur

ii. Meetings and Attendance during the Financial Year 2024–25

During the financial year 2024–25, the Committee convened eleven (11) meetings to deliberate on and oversee key management matters.

Meetings	Directors		
	Mr. Snehdeep Aggarwal	Mr. Manoj Khattar	Mr. Vivek Kapur
16.04.2024	P	P	A
13.05.2024	P	P	A
14.06.2024	A	P	P
28.06.2024	P	P	A
20.07.2024	P	P	A
07.09.2024	P	P	A
13.11.2024	P	P	A
09.12.2024	P	P	A
07.01.2025	P	P	A
12.02.2025	P	P	A
19.03.2025	P	P	A

Terms of Reference

The broad terms of reference of the Management Committee are as under:-

- Availing term loans/working capital facilities/vehicle loans for business purposes from banks/financial institutions for an amount not exceeding Rs.700 crore including accepting sanction letters and renewal of existing bank limits, forex transactions and all such matters which are required for dealing with the banks/financial institutions on routine basis.
- Authorisation for dealing/liasing with various Statutory/Regulatory authorities including state, central authorities viz., Income Tax, FEMA, MCA, SEBI, Pollution Control Board, Municipal Corporation, Telecom authorities, Service Tax authorities, VAT authorities, GST authorities etc. and vendors.
- Authorisation for opening and closing of bank accounts, changes in signatories for operating the bank accounts etc.
- Authorisation for making investments in securities quoted on the stock exchanges.
- Authorisation for making investments in group companies.
- To take up any other assignments as may be granted by the Board from time to time.

(D) COMPLIANCE OFFICER

Mr. Yogesh Kumar Gautam, Company Secretary, has been designated as the Compliance Officer of the Company under Regulation 6 of the SEBI Listing Regulations. His Contact Details are: Bhartiya International Limited, 38, Sector-44, Gurugram – 122003, Haryana, India, Tel: +91-124-4888555 and Email: yogesh.gautam@bhartiya.com

(E) SENIOR MANAGEMENT**Particulars of Senior Management as on March 31, 2025:**

S. No.	Name	Designation	Change (Appointment/Resignation) during FY 2024-25
1.	Mr. Raj Kumar Chawla	Chief Financial Officer	-
2.	Mr. Yogesh Kumar Gautam	Company Secretary	-
3.	Mr. Bopanna Madaiah Ballachanda	Chief Operating Officer	-

(F) REMUNERATION OF DIRECTORS**Remuneration to Whole-Time Director (Executive Director)**

Remuneration of the Whole-Time Director is determined periodically by the Nomination and Remuneration Committee and fixed by the Board within the permissible limits under the applicable provisions of law and approved by Shareholders.

Remuneration to Whole-Time Director for the financial year 2024-25 is as under:

Name of the Director	Salary (Rs.)	Stock Options	Notice Period
Mr. Manoj Khattar *	89,66,962/-	-	3 months

*Salary includes Basic Salary, Perquisites & Allowances as per Income Tax Rules and contribution to Provident Fund.

Remuneration to Non- Executive Directors

The Non-Executive Directors are paid sitting fees within the limits prescribed under law.

The details of sitting fees paid for attending the Board/Committee Meetings to the Non-Executive Directors for the financial year 2024-25 is as under: -

Name of the Director	Board Meeting Fees (Rs.) *	Committee Meeting Fees (Rs.) *	Total (Rs.)
Mr. Snehdeep Aggarwal	-	-	-
Mr. Nikhil Aggarwal	-	-	-
Ms. Sannovanda Machaiah Swathi	1,25,000	1,10,000	2,35,000
Mr. Robert Burton Moore Jr.	-	-	-
Mr. Vivek Kapur	1,25,000	1,10,000	2,35,000
Mr. Navkiran Singh Ghei	1,25,000	1,10,000	2,35,000
Mr. Deepak Bhojwani	1,25,000	-	1,25,000

* The above amounts are exclusive of taxes

No sitting fees were paid to Mr. Snehdeep Aggarwal, Mr. Robert Burton Moore Jr., and Mr. Nikhil Aggarwal during the financial year under review.

- Mr. Snehdeep Aggarwal, in his capacity as Chairman of the Company, was paid a honorary remuneration of Rs. 9,00,000/- for the financial year 2024-25.
- Mr. Robert Burton Moore Jr., Non-Executive Director, was paid consultancy fees amounting to Rs. 1,05,83,995/- during the year under review. This remuneration was approved by the shareholders at the Annual General Meeting held on 27th September 2024, under the applicable provisions for holding an office or place of profit in the Company.

The appointments and terms of employment for the Directors, Key Managerial Personnel (KMP), and other employees are governed by their respective employment contracts and are in line with the Company's HR policies. These include provisions related to salary, variable pay, service terms, notice period, and severance, where applicable.

There were no other material pecuniary relationships or business transactions between the Company and any of the Non-Executive or Independent Directors during the financial year under review.

(G) BOARD EVALUATION

Pursuant to the applicable provisions of the Act and the Listing Regulations, the Board has carried out an Annual Evaluation of its own performance, performance of the Directors and the working of its committees on the evaluation criteria defined by Nomination and Remuneration Committee for performance evaluation process of the Board, its Committees and Directors.

A structured questionnaire covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance was prepared after taking into consideration the Guidance note issued by SEBI and circulated to each Board member for evaluation.

The Board's functioning was evaluated on various aspects, including inter-alia the structure of the Board, meeting of the Board, functions of the Board, degree of fulfilment of key responsibilities, establishment and delineation of responsibilities to various Committees, effectiveness of Board processes, information and functioning.

The Committees of the Board were assessed on the degree of fulfilment of key responsibilities, adequacy of Committee composition and effectiveness of Meetings. The Directors were evaluated on aspects such as attendance, contribution at Board/ Committee Meetings and guidance/ support to the Management outside Board/ Committee Meetings.

The performance assessment of Non-Independent Directors and the Whole-Time Director, Board as a whole and the Chairman were evaluated in separate meetings of Independent Directors held on 17th March, 2025 without the presence of Non-Independent Directors and members of the management.

The same was also discussed in the meetings of Nomination and Remuneration Committee and the Board. Performance evaluation of Independent Directors was done by the entire Board, excluding the Independent Director being evaluated.

The Board of Directors expressed their satisfaction with the evaluation process.

(H) MEETING OF INDEPENDENT DIRECTORS

In accordance with the provisions of Regulation 25(3) and 25(4) of the SEBI Listing Regulations, a meeting of the Independent Directors of the Company was held on 17th March 2025, without the presence of Non-Independent Directors and members of the management.

During the meeting, the Independent Directors discussed, inter alia, the following matters:

- Performance evaluation of the Board as a whole
- Performance evaluation of the Chairman of the Board
- Assessment of the quality, quantity, and timeliness of flow of information between the Company's management and the Board that is necessary for effective and reasonable performance of duties
- Overall effectiveness of the Board and its Committees
- Suggestions for improving governance standards and the functioning of the Board

The Independent Directors expressed satisfaction with the overall performance of the Board, the Chairman, and the management's support in facilitating effective Board processes.

(I) GENERAL BODY MEETINGS

The location and time of the Annual General Meetings ("AGM") and Extraordinary General Meeting ("EGM") held during the last 3 years were as follows:-

Annual General Meeting (AGM)	Date	Time of AGM	Location	No. of Special Resolutions passed
37 th AGM	27 th September, 2024	11:00 A.M.	Through Video Conferencing('VC')/ Other Audio Visual Means ('OAVM') facility	3
13 th EGM	3 rd June, 2024	11:00 A.M.	Through Video Conferencing('VC')/ Other Audio Visual Means ('OAVM') facility	1
36 th AGM	29 th September, 2023	11:00 A.M.	Through Video Conferencing('VC')/ Other Audio Visual Means ('OAVM') facility	2
35 th AGM	29 th September, 2022	11:00	Through Video Conferencing('VC')/ Other Audio Visual Means ('OAVM') facility	4

Special Resolution proposed to be passed by way of Postal Ballot

None of the businesses proposed to be transacted in the ensuing AGM require the passing of a special resolution by way of Postal Ballot.

(J) CREDIT RATING

Rating Committee of India Ratings and Research (Ind-Ra) has re-affirmed the long-term issuer rating of the Company to IND BBB (pronounced IND triple B) with stable outlook on 7th July, 2025. Ind-Ra has re-affirmed rating of IND BBB/ Stable/ IND A2 for Fund- based working capital limits of Rs. 501.12 crores and term loan/ Proposed term loan of Rs. 79.62 crores. Agency has assigned rating IND A2 for non-fund based working capital limits of Rs. 66.35 crores. The outlook on the long- term rating has remained the same.

(K) MEANS OF COMMUNICATION

The Company ensures timely and transparent communication of its financial performance and other key developments to shareholders, investors, and the public through various modes as outlined below:

1. Financial Results

- o Unaudited quarterly and half-yearly results are announced within 45 days of the end of each quarter.
- o Audited annual financial results are declared within 60 days from the end of the financial year, in compliance with the SEBI Listing Regulations.

2. Publication of Results

- o The approved financial results are immediately submitted to the stock exchanges (BSE and NSE).
- o Results are published in widely circulated newspapers:
- o Business Standard (English and Hindi editions)
- o The Hindu (Tamil edition – for regional language compliance)
- o Publications occur within 48 hours of Board approval.

3. Website Disclosure

- o The Company's financial results, official press releases, presentations, and other investor-related information are promptly uploaded on the Bhartiya Group website: www.bhartiya.com.

4. Annual Report

- o The Management Discussion and Analysis (MD&A) forms an integral part of the Annual Report, which is circulated to all shareholders.

5. Electronic Filing with Stock Exchanges

- o All quarterly results, shareholding patterns, disclosures, and other regulatory filings are electronically submitted through:
- o BSE Listing Centre for BSE Limited
- o NEAPS portal for the National Stock Exchange of India Limited (NSE)

6. Investor Presentations and Updates

- o Investor presentations and key operational/financial updates are submitted to the stock exchanges and also made available on the Company's website.
- o A half-yearly communication summarizing the Company's financial and operational performance is also shared with shareholders.

7. Dedicated Investor Relations Section

- o A dedicated "Investor Relations" section on the Company's website provides:
- o All disclosures made to stock exchanges
- o Financial information, shareholding patterns, and policies
- o Other statutory documents as required under SEBI LODR Regulations
- o Information of interest to shareholders, analysts, and the general public

(L) GENERAL SHAREHOLDER INFORMATION

1.	AGM: Date, Time and Mode:	Day and Date: Monday, 29 th September, 2025 at 11:00 A.M. Through Video Conferencing / Other Audio Visual Means as set out in the Notice convening the Annual General Meeting.
2.	Financial Calendar for 2024-25	
	Financial year - April to March	
	Results for Quarter ending 30 th June 2025:	by 14 th of August, 2025
	Results for Quarter ending 30 th September 2025:	by 14 th of November, 2025
	Results for Quarter ending 31 st December 2025:	by 14 th of February, 2025
	Year ending 31 st March 2026:	by 30 th of May, 2026
3.	Book Closure:	Tuesday, the 23 rd September, 2025 to Monday, the 29 th September, 2025 (both days inclusive)
4.	Dividend Payment Date:	Not applicable

Listing on Stock Exchanges & Stock Code

The Company is listed at following Stock Exchanges:-

- BSE Limited (Stock Code: 526666) and
- National Stock Exchange of India Ltd. (Stock Code: Symbol-BIL, Series - BE)

The Annual listing fee for the year 2024-25 has been duly paid to both the Stock Exchanges. Demat ISIN Number with NSDL & CDSL for Equity shares - INE 828A01016

Annual Custody Issuer fee for the financial year 2024-25 has been paid by the Company to NSDL and CDSL.

6. Exclusive E-mail Id For Communication of Investors' Grievances

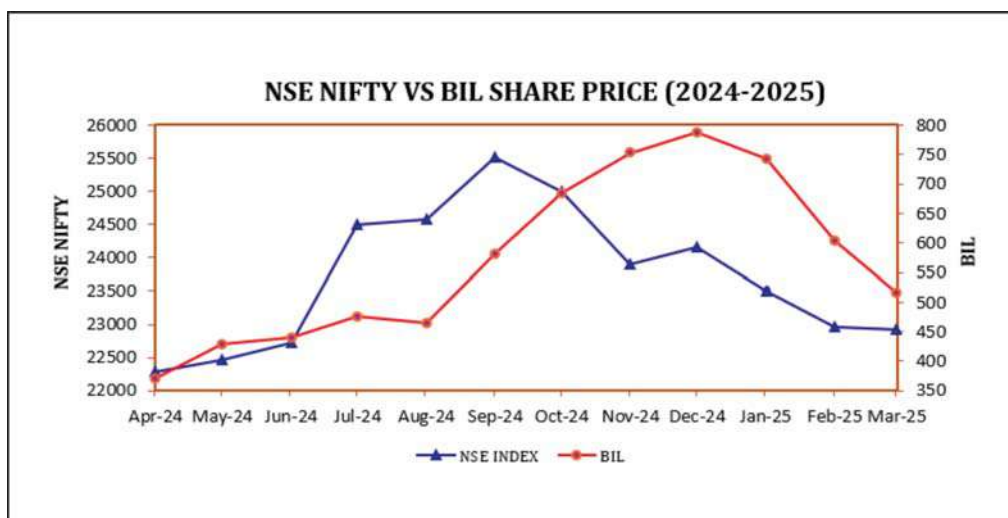
The E-mail ID sm@masserv.com/ shares@bhartiya.com has been designated exclusively for communicating investors' grievances, if any.

7. Market Price Data: High, Low during each month in last financial year:

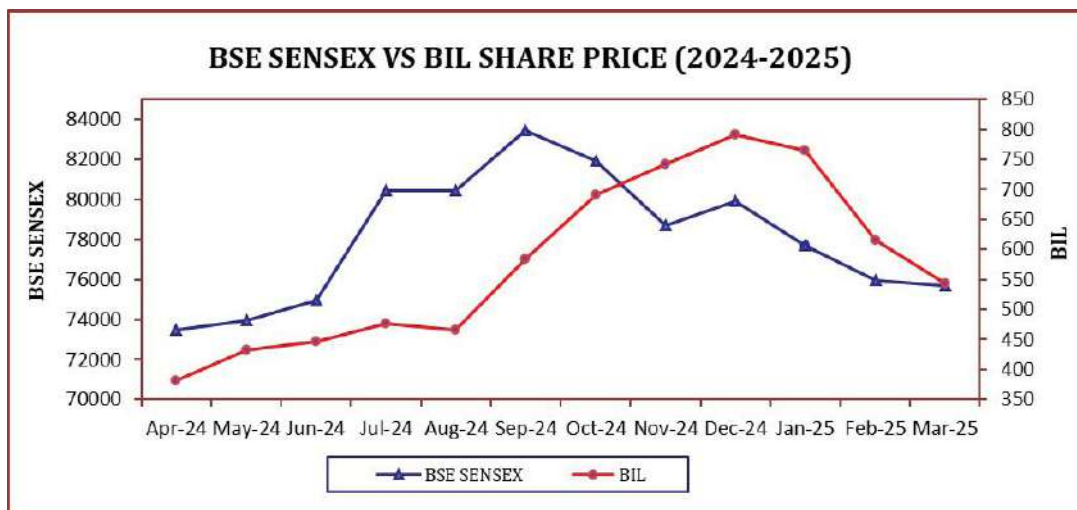
Stock Performance in comparison to broad-based indices such as Nifty, S&P Sensex, etc.

NSE:

Months	BIL			Months	NSE Nifty		
	High (Rs.)	Low (Rs.)	Average (Rs.)		High (Rs.)	Low (Rs.)	Average (Rs.)
Apr-24	485.00	257.00	371.00	Apr-24	22783.35	21777.65	22280.50
May-24	460.80	396.25	428.53	May-24	23110.80	21821.05	22465.93
Jun-24	509.00	370.65	439.83	Jun-24	24174.00	21281.45	22727.73
Jul-24	510.65	440.00	475.33	Jul-24	24999.75	23992.70	24496.23
Aug-24	514.95	415.60	465.28	Aug-24	25268.35	23893.70	24581.03
Sep-24	679.85	485.10	582.48	Sep-24	26277.35	24753.15	25515.25
Oct-24	782.40	587.25	684.83	Oct-24	25907.60	24073.90	24990.75
Nov-24	827.00	678.75	752.88	Nov-24	24537.60	23263.15	23900.38
Dec-24	836.55	739.10	787.83	Dec-24	24857.75	23460.45	24159.10
Jan-25	852.00	632.05	742.03	Jan-25	24226.70	22786.90	23506.80
Feb-25	740.00	468.05	604.03	Feb-25	23807.30	22104.85	22956.08
Mar-25	580.00	451.00	515.50	Mar-25	23869.60	21964.60	22917.10

**BSE**

Months	BIL			Months	BSE SENSEX		
	High (Rs.)	Low (Rs.)	Average (Rs.)		High (Rs.)	Low (Rs.)	Average (Rs.)
Apr-24	480.00	281.65	380.83	Apr-24	75124.28	71816.46	73470.37
May-24	468.65	397.00	432.83	May-24	76009.68	71866.01	73937.85
Jun-24	509.95	383.80	446.88	Jun-24	79671.58	70234.43	74953.01
Jul-24	512.65	440.00	476.33	Jul-24	81908.43	78971.79	80440.11
Aug-24	510.00	422.00	466.00	Aug-24	82637.03	78295.86	80466.45
Sep-24	681.05	486.90	583.98	Sep-24	85978.25	80895.05	83436.65
Oct-24	780.00	603.75	691.88	Oct-24	84648.40	79137.98	81893.19
Nov-24	829.95	655.55	742.75	Nov-24	80569.73	76802.73	78686.23
Dec-24	845.00	739.10	792.05	Dec-24	82317.74	77560.79	79939.27
Jan-25	850.00	678.35	764.18	Jan-25	80072.99	75267.59	77670.29
Feb-25	744.95	487.35	616.15	Feb-25	78735.41	73141.27	75938.34
Mar-25	596.95	489.00	542.98	Mar-25	78741.69	72633.54	75687.62



8. Registrar & Share Transfer Agent :
(For both Physical & Electronic Transfer etc.)
Phase-II, New Delhi - 110 020
Tel. No. 26387281-83, Fax No. 26387384
E-mail: info@masserv.com

MAS Services Ltd.
T-34, 2 Floor, Okhla Industrial Area,

9. Share Transfer System:

In terms of the SEBI Listing Regulations, securities of the Company can only be transferred in dematerialised form. Requests for dematerialisation of securities are processed and confirmation thereof is given to the respective depositories, that is the National Securities Depository Limited (NSDL) and the Central Depository Services India Limited (CDSL), within the statutory time limit from the date of receipt of share certificates/ letter of confirmation after due verification.

10. Distribution of Shareholding as on 31st March, 2025.

No. of Shares	Shareholders		Shareholding	
	Number	% to total	Number	% to total
Upto 500	4466	91.28	294376	2.27
501-1000	142	2.91	114198	0.88
1001-2000	94	1.92	135889	1.05
2001-3000	44	0.90	113112	0.87
3001-4000	22	0.45	80356	0.62
4001-5000	21	0.43	96875	0.75
5001-10000	31	0.63	222047	1.71
10001 & above	72	1.47	11927558	91.86
Total	4892	100.00	12984411	100.00

11. Shareholding Pattern as on 31st March, 2025

Category	No. of Share held	% of Paid-up Capital
Promoters Holding	2232636	17.19
Persons acting in concert	5544013	42.70
Banks/Financial Institutions	100	0.00
NRIs/OCBs/Foreign National/FII	1043261	8.03
Central Government/State Government (IEPF)	82402	0.63
Directors and relatives	40025	0.31
Indian Public (Individual and HUF)	2182313	16.81
Indian Corporate Bodies/LLPs/ Trusts	1859499	14.32
Clearing Members	162	0.00
Total	12984411	100.00

12. Dematerialization of shares and liquidity share : As on 31st March, 2025, 99.73% of the Paid-up capital has been dematerialized.

13. Outstanding GDRs/ADRs/Warrants or any convertible instruments, conversion date and likely impact on equity : During the year under review, the Company allotted 12,01,000 (Twelve Lakh One Thousand only) Fully Convertible Warrants on a preferential basis to M/s. Urbanac Projects Private Limited, a Promoter Group Company. Out of the total warrants allotted, 7,75,000 warrants were converted into equity shares during the year, while the balance 4,26,000 warrants remain outstanding as on the date of this report.

14. Plant Locations : Bengaluru, Chennai, Tada.

15. Address for Correspondence

: Registered Office:
 Bhartiya International Limited, 56/7, Nallambakkam
 Village, (Via Vandalur), Chennai – 600 048. Tamil
 Nadu Tel No.: +91 9551050148/19/20/21
 E-mail: shares@bhartiya.com

Company Secretary and Compliance Officer
 Mr. Yogesh Kumar Gautam
 Bhartiya International Limited, 56/7, Nallambakkam
 Village, (Via Vandalur), Chennai –600 048. Tamil
 Nadu Tel No.: +91 9551050148/19/20/21
 E-mail: shares@bhartiya.com

(M) DISCLOSURES:**1. Compliance with Listing Regulations**

The Company has complied with all the mandatory requirements as prescribed under the SEBI Listing Regulations, during the financial year under review.

2. Related Party Transactions

In compliance with the requirements of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, your Company has formulated a Policy on Related Party Transactions which is available on Company's website at <http://bhartiyaafashion.com/download/POLICY-ON-RELATED-PARTY-TRANSACTIONS.pdf>

The Policy intends to ensure that proper reporting, approval and disclosure processes are in place for all transactions between the Company and its Related Parties. All Related Party Transactions are placed before the Audit Committee for review and approval. Prior omnibus approval is obtained for Related Party Transactions, which are of repetitive nature and / or entered in the Ordinary Course of Business and are at Arm's Length.

All related party transaction entered during the year were in Ordinary Course of the Business and on Arm's Length basis. No Material Related Party Transaction as per the limits specified under Companies Act, 2013 and/ or SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, was entered during the year under review by your Company. Accordingly, the disclosure of Related Party Transactions as required under Section 134(3)(h) of the Companies Act, 2013 in Form AOC-2 is not applicable.

3. Preparation of Financial Statements

In the preparation of the financial statements, the Company has followed the applicable Accounting Standards referred to in Section 133 of the Companies Act, 2013, read with relevant rules issued thereunder. The significant accounting policies, which have been applied consistently, are disclosed in the Notes to the Financial Statements forming part of this Annual Report.

4. Risk Management

The Company has established appropriate procedures to inform the Board of Directors about risk assessment and risk minimization measures. Business risk evaluation and management is an ongoing process within the Company and is periodically reviewed and assessed by the Board. This ensures that key business risks are identified, evaluated, and appropriately mitigated.

5. Commodity Price Risks and Hedging Activities

The Company is exposed to risks associated with fluctuations in the prices of raw materials. These risks are proactively managed through effective inventory management, vendor development practices, and supply chain planning. The Company continually monitors market trends to mitigate commodity price risks to the extent possible. At present, the Company does not undertake any derivative-based commodity hedging activities.

6. Compliance with Capital Market Regulations

There have been no instances of non-compliance by the Company on any matter relating to capital markets during the last three financial years. Further, no penalties or strictures have been imposed on the Company by the Securities and Exchange Board of India (SEBI), Stock Exchanges, or any other statutory authority during this period.

7. Utilization of Funds Raised through Preferential Allotment or QIP

During the year under review, in compliance to the applicable provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Sections 42 and 62 of the Companies Act, 2013, along with the relevant rules framed thereunder, your Company issued and allotted **12,01,000 (Twelve Lakhs One Thousand)** Fully Convertible Warrants ("Warrants") at an issue price of **Rs. 430/- (Rupees Four Hundred and Thirty Only)** per Warrant. These Warrants are convertible into Equity Shares, amounting to an aggregate consideration of **Rs. 51,64,30,000/- (Rupees Fifty-One Crores Sixty-Four Lakhs Thirty Thousand Only)**.

Out of total, **7,75,000 (Seven Lakhs Seventy-Five Thousand)** Warrants were duly converted into Equity Shares, and the corresponding equity shares were credited to the Company's paid-up share capital on **19th March, 2025**.

There has been no deviation in the utilization of funds from the stated objects for which they were raised. Brief summary of utilization of funds is as follows:

S. No.	Particulars	Amount allocated as per Placement Document (In INR Lakhs)	Amount Utilized as on date of this report (In INR Lakhs)
1.	For augmenting the Working Capital requirement of the Company.	3914.30	3056.73
2.	For Factory Refurbishment and addition of Plant & Equipment.	250.00	250.00
3.	For General Corporate Purpose.	1000.00	483.72
	Total	5164.30	3790.45

8. Certificate of Non-Disqualification of Directors

In accordance with the requirements of the Listing Regulations, a certificate has been obtained from a Practicing Company Secretary confirming that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors by the Securities and Exchange Board of India (SEBI), Ministry of Corporate Affairs (MCA), or any such statutory authority. The said certificate forms part of this Annual Report.

9. Non-Acceptance of Committee Recommendations

There were no instances during the financial year under review where the Board of Directors has not accepted any recommendation of any committee of the Board, which is mandatorily required to be accepted.

10. Fees Paid to Statutory Auditors

Disclosure of total fees for all services paid on a consolidated basis by the Company and its subsidiaries to the Statutory Auditors and all entities in the network firm/network entity of which the statutory auditor is a part, is provided in:

- Note 47 to the Standalone Financial Statements, and
- Note 38 to the Consolidated Financial Statements of the Company.

11. Vigil Mechanism / Whistle Blower Policy

Pursuant to the provisions of Section 177(9) and (10) of the Companies Act, 2013 and Regulation 22 of the SEBI Listing Regulations, the Company has adopted a Whistle Blower Policy to provide a vigil mechanism for its Directors and employees to report unethical behavior, fraud, or violations of the Company's Code of Conduct.

The mechanism ensures adequate safeguards against victimization of employees and Directors who avail themselves of the mechanism and also provides direct access to the Chairperson of the Audit Committee in exceptional cases. The Company affirms that no personnel have been denied access to the Audit Committee during the year under review.

12. Demat Suspense Account / Unclaimed Suspense Account

The Company does not have any shares lying in the Demat Suspense Account or Unclaimed Suspense Account as on March 31, 2025.

13. SUBSIDIARY COMPANY

None of the subsidiaries of the Company fall within the meaning of "Material Non-listed Indian Subsidiary" as defined under the SEBI Listing Regulations.

However, the Company has formulated a Policy on Material Subsidiaries, in accordance with the Listing Regulations, and the same is available on the Company's website at www.bhartiya.com.

The performance of subsidiary companies is regularly monitored by the Company through the following means:

- The financial statements of subsidiary companies are reviewed and noted by the Board of the Company on a periodic basis.
- The minutes of the meetings of the Boards of subsidiary companies are placed before the Board of the Company for its perusal.

14. The Company has complied with all the mandatory requirements of Corporate Governance as specified under the Listing Regulations. The Company confirms compliance with the corporate governance requirements as prescribed under Regulations 17 to 27 and sub-regulation (2) of Regulation 46 of the SEBI Listing Regulations.

Further, during the year under review, neither the Company nor its subsidiaries have given any loans or advances, whether directly or indirectly, to any firms or companies in which any Director is interested.

(N) NON-MANDATORY REQUIREMENTS

The Company has complied with all the mandatory requirements of the Listing Regulations. The Company has also adopted the following discretionary requirements as provided in the Listing Regulations:

- (i) The Chairman of the Board is a Non-Executive Director and his position is separate from that of the Whole-Time Director & CEO.
- (ii) The Internal Auditor reports to the Audit Committee.
- (iii) The financial statements of the Company are with unmodified audit opinion.

(O) INSIDER TRADING CODE

The Securities and Exchange Board of India (SEBI) has promulgated the SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended in 2018 ("The PIT Regulations").

The object of the PIT Regulations is to curb the practice of insider trading in the securities of a listed Company.

The Company has adopted an 'Internal Code of Conduct for Regulating, Monitoring and Reporting of Trades by Insiders' ("the Code") in accordance with the requirements of the PIT Regulations.

The Code is applicable to Promoters and Promoter's Group and their immediate relatives, all Directors and such Designated Employees who are expected to have access to unpublished price sensitive information relating to the Company. The Company Secretary is the Compliance Officer for monitoring adherence to the said Regulations.

The Company has also formulated 'The Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (UPSII)' in compliance with SEBI (Prohibition of Insider Trading) Regulations, 2015.

Code of Conduct

As per requirement of Regulation 17(5) of the SEBI Listing Regulations, with the Stock Exchanges, the Board has laid down a Code of Conduct ("the Code") for all Board members and Senior Management Personnel of the Company. The Code is posted on the website of Bhartiya Group www.bhartiya.com. All Board members and Senior Management Personnel affirm at firm compliance with the code on an annual basis and the declaration to that effect by Mr. Snehdeep Aggarwal, Chairman, is attached to this report.

A Code of conduct applicable to all the employees of the Group has been communicated, which are to be followed in day to day work life. To help, guide and align our behaviors as we make business decisions that impact our daily operations, we rely on our Employee Code of Conduct, which outlines our values and describes our standards for conduct, compliance, and avoiding conflicts of interest. It supports our continuing commitment to honest and ethical conduct and compliance with both the letter and the spirit of all laws, rules, and regulations, and our company's policies, standards, and procedures.

The Company recognizes that sexual harassment violates fundamental rights of gender equality, right to life and liberty and right to work with human dignity as guaranteed by the Constitution of India. To meet this objective, measures have been taken to eliminate and to take necessary penal action for any act of sexual harassment, which includes unwelcome sexually determined behaviour. The Company has taken initiatives to create wide awareness amongst the employees about the policy for prevention of sexual harassment. There is no instance of sexual harassment reported during the financial year ending 2024-25.

(P) NSE ELECTRONIC APPLICATIONS PROCESSING SYSTEMS (NEAPS) AND BSE LISTING CENTER

All compliances related filings like financials results, shareholding pattern, corporate governance report, investors' complaints status, media releases etc. are also filed electronically in NEAPS and BSE Listing Center.

(Q) SEBI COMPLAINT REDRESS SYSTEM (SCORES)

The investor complaints are processed in a centralized web-based complaints redress system. The salient features of this system are: Centralized database of all complaints, online upload of Action Taken Report (ATRs) by the concerned companies and online viewing by the investors of actions taken on the complaints and its current status.

SMART ODR PORTAL

SEBI has introduced a common Online Dispute Resolution Portal ("ODR Portal") to facilitate the resolution of disputes arising in the Indian securities market through online conciliation and arbitration.

The ODR Portal provides investors with an additional mechanism to resolve their grievances in cases where they are not satisfied with the resolution provided by the Company/Registrar and Share Transfer Agent (RTA) and/or through the SEBI Complaints Redress System (SCORES) at any stage.

The ODR Portal can be accessed at: <https://smartodr.in/login>

The relevant SEBI circular, as amended from time to time, is also available on the Company's website at:

<https://bhartiyaafashion.com/investor-relations.html>.

(R) MANAGEMENT DISCUSSION AND ANALYSIS REPORT (MDA)

MDA is attached separately in this Annual Report.

(S) RECONCILIATION OF SHARE CAPITAL AUDIT:

As stipulated by SEBI, a qualified Practicing Company Secretary conducts a Reconciliation of Share Capital Audit on a quarterly basis to verify that the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) is in agreement with the total issued and paid-up share capital of the Company.

The audit report is submitted to the Stock Exchanges and is also placed before the Stakeholders Relationship Committee of the Board of Directors for its review.

The audit, inter alia, confirms that the total listed and paid-up capital of the Company is consistent with the aggregate of:

The total number of shares held in dematerialized form with NSDL and CDSL, and the total number of shares held in physical form.

(T) Corporate Identity Number (CIN)

Corporate Identity Number (CIN) of the Company, allotted by the Ministry of Corporate Affairs, Government of India is L74899TN1987PLC111744.

(U) Transfer of unclaimed / unpaid amounts / shares to the Investor Education and Protection Fund (IEPF):

Pursuant to the provisions of Sections 124 and 125 of the Companies Act, 2013, read with the Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), the Company is required to transfer to the IEPF Authority, established by the Central Government, all unpaid or unclaimed amounts such as:

Dividend amounts, Application money, Principal and interest amounts on debentures and deposits, Sale proceeds of fractional shares, Redemption amounts of preference shares, etc., that remain unpaid or unclaimed for a period of seven (7) consecutive years from the date they became due for payment.

Further, as per the IEPF Rules, the Company is also required to transfer the underlying shares in respect of which dividends have not been claimed for seven consecutive years or more to the demat account of the IEPF Authority. However, this requirement does not apply to shares where there is a specific order of a Court, Tribunal, or Statutory Authority restraining such transfer.

In compliance with the above provisions, during the year under review, the Company has:

Transferred the unclaimed dividend amounts outstanding for a period of seven consecutive years, and

Transferred the corresponding shares in respect of which such dividends have not been claimed, to the IEPF Authority.

The details of unclaimed dividends and shares transferred to the IEPF during the financial year 2024-25 are as follows:

Particulars	Amount in Dividend (In Rs.)	No. of Shares
Final Dividend 2016-17	144537.60	5987
Total	144537.60	5987

The Members who have a claim on the above dividends and shares may claim the same from the IEPF Authority by submitting an online application in the prescribed web-Form No. IEPF-5 available on the Ministry of Corporate Affairs website on [V3 portal](#) and send an original form and acknowledgement, along with requisite documents duly self-certified by the claimant(s), duly self-certified, of the said Form and acknowledgement along with requisite documents, as enumerated in the Instruction Kit, to the Company for vetting and suitable recommendation to IEPF Authority. No claims shall lie against the Company in respect of the dividend/shares so transferred. The Members/Claimants can file only one consolidated claim in a financial year as per the IEPF Rules.

The Company strongly recommends shareholders to encash/claim their respective dividend within the period given below from the Company's Registrar and Share Transfer Agents:

Financial Year Ended	Date by which unclaimed dividend amount will be credited/transferred to the "Investor Education and Protection Fund"
31.03.2018	02.11.2025
31.03.2019	31.10.2026
31.03.2020	N.A.
31.03.2021	N.A.
31.03.2022	N.A.
31.03.2023	N.A.
31.03.2024	N.A.
31.03.2025	N.A.

Members who have not encashed their Dividend Warrants for the above financial years/period, may approach the Company's Registrar & Share Transfer Agent/Company for obtaining duplicate Dividend Warrants/Revalidation of Dividend Warrants or transfer of dividend amount into their bank accounts.

Whilst the Company has already written to the Members, informing them about the due dates for transfer to IEPF for unclaimed dividends/ interest payments, attention of the stakeholders is again drawn to this matter through the Annual Report. The data on unpaid/ unclaimed dividend and other unclaimed monies is also available on the Company's website at www.bhartiya.com under Investor Relations section. Those claimants who have not yet encashed their unclaimed/unpaid amounts are requested to correspond with the Company/ Registrar and Transfer Agents, at the earliest. Members may refer to the Refund Procedure for claiming the amounts transferred to the IEPF Authority as detailed on <http://www.iepf.gov.in/IEPF/refund.html> OR V3 Portal of MCA website.

Mr. Yogesh Kumar Gautam, Company Secretary, is the Nodal Officer. His contact details are – Bhartiya International Limited, Plot no. 38, Sector-44, Gurgaon, India. Tel: 0124-4888555 (Extn.-8511) Email: yogesh.gautam@bhartiya.com.

Upto March 31, 2025, the Company has transferred 5987 (0.05%) equity shares of Rs. 10/- each, on which dividend remained unclaimed or unpaid for a period of seven consecutive years or more, to Investor Education and Protection Fund Authority (IEPF Authority).

(V) Dematerialization of Shares – Process

Shareholders who continue to hold shares in physical form are requested to dematerialize their shares at the earliest and avail the benefits of dealing shares in demat form. For convenience of shareholders, the process of getting the shares dematerialized is given hereunder:

- a. Demat account should be opened with a Depository Participant (DP).
- b. Shareholders should submit the Dematerialization Request Form (DRF) along with share certificates in original, to their DP.
- c. DP will process the DRF and will generate a Dematerialization Request Number (DRN).
- d. DP will submit the DRF and original share certificates to the Registrar and Transfer Agents (RTA), i.e Mas Services Limited.
- e. RTA will process the DRF and update the status to DP/ Depositories.
- f. Upon confirmation of request, the shareholder will get credit of the equivalent number of shares in his demat account maintained with the DP.

(W) Nomination Facility

Your Company is pleased to offer the facility of nomination to members. Pursuant to Section 72 of the Companies Act, 2013, the members, who hold shares in the physical form and wish to avail nomination facility, are requested to send the duly complete nomination form, available on the website of the Company www.bhartiya.com, to the Registrar and Share transfer Agent of the Company. The Members, who hold shares in the electronic form and wish to avail nomination facility, are requested to send separate request to their respective Depository Participant(s) only.

(X) Consolidation of Folios and avoidance of Multiple Mailing

In order to enable the Company to reduce costs and duplication of efforts for investor servicing, members who may have more than one folio in their individual name or jointly with other persons mentioned in the same order, are requested to consolidate all similar holdings under one folio. This would help in monitoring the folios more effectively. Members may write to the Registrar and Share Transfer Agent at their address given earlier, indicating the folio numbers to be consolidated.

(Y) National Electronic Clearing Services (NECS) Mandate

Members holding shares in dematerialised form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS) mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers etc., to their respective Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrar and Share Transfer Agent to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to Company's Registrar and Share Transfer Agent.

(Z) Compliance Certificate

The Secretarial Auditors M/s. RSM & Co., Company Secretaries, have certified that the Company has complied with the conditions of Corporate Governance as stipulated in SEBI Listing Regulations and the same is annexed to this Report.

CODE OF CONDUCT DECLARATION**Declaration**

A Code of Conduct for the Directors and Senior Management Personnel has already been approved by the Board of Directors of the Company. As provided under Regulation 26 (3) of the SEBI Listing Regulations, all Board Members and Senior Management Personnel have affirmed compliance with Bhartiya International Limited Code of Business Conduct and Ethics for the year ended 31st March, 2025.

Gurugram, 29th May, 2025

Sd/-
Snehdeep Aggarwal
Chairman

CEO/CFO CERTIFICATION

(Pursuant to Regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the Financial Year ended 31st March, 2025)

To,
The Board of Directors
Bhartiya International Limited

We, Manoj Khattar, Whole-Time Director and Raj Kumar Chawla, Chief Financial Officer, responsible for the finance function to the best of our knowledge and belief, certify that:-

- A. We have reviewed financial statements and the cash flow statement for the year ended 31st March, 2025 and that to the best of our knowledge and belief:
 1. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 2. These statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. To the best of our knowledge and belief, no transactions entered into by the Company during the year ended 31st March, 2025 are fraudulent, illegal or violative of the company's code of conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting. Deficiencies in the design or operation of such internal controls, if any, of which we are aware, have been disclosed to the Auditors and the Audit Committee and steps have been taken to rectify these deficiencies.
- D.
 - i. There has not been any significant change in internal control over financial reporting during the year under reference;
 - ii. There has not been any significant changes in accounting policies during the year requiring disclosure in the notes to the financial statements; and
 - iii. We are not aware of any instance during the year of significant fraud with involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

For and on behalf of the Board

Gurugram, 29th May, 2025

Sd/-
Manoj Khattar
Whole-Time Director

Sd/-
Raj Kumar Chawla
Chief Financial Officer

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)**

To,
 The Members
 Bhartiya International Limited
 56/7, Nallambakkam Village (Via Vandalur)
 Chennai, Tamilnadu 600048

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of BHARTIYA INTERNATIONAL LIMITED having CIN L74899TN1987PLC111744 and having registered office at 56/7, Nallambakkam Village (Via Vandalur) Chennai, Tamilnadu 600048 (hereinafter referred to as 'the Company'), produced before me/us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verification (including Directors Identification Number (DIN) status at the portal (www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, We hereby certify that none of the Directors on the Board of the Company for the Financial Year ending on 31st March, 2025 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Ensuring the eligibility of, for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For RSM & Co.
 Company Secretaries**

**Sd/-
 CS RAVI SHARMA
 Partner**

**FCS: 4468 | COP No.: 3666
 UDIN: F004468G000989914
 Peer Review Cert. No 978/2020**

New Delhi, 13th August, 2025

**CERTIFICATE ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE
 GOVERNANCE UNDER SEBI (LISTING OBLIGATIONS AND DISCLOSURE
 REQUIREMENTS) REGULATIONS, 2015**

To,
 The Members
 Bhartiya International Limited
 56/7, Nallambakkam Village (Via Vandalur)
 Chennai, Tamilnadu 600048

We have examined the compliance of conditions of Corporate Governance by Bhartiya International Limited ("the Company") for the year ended 31st March, 2025, as stipulated in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the Listing Regulations, as applicable.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For RSM & Co.
 Company Secretaries**

**Sd/-
 CS RAVI SHARMA
 Partner**

**FCS: 4468 | COP No.: 3666
 UDIN: F004468G000989925
 Peer Review Cert. No 978/2020**

New Delhi, 13th August, 2025

INDEPENDENT AUDITORS' REPORT ON CONSOLIDATED FINANCIAL STATEMENTS

To the Members of

Bhartiya International Limited

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying Consolidated Financial Statements of Bhartiya International Limited ('the Holding Company') and its subsidiaries (the Holding company and its subsidiaries together referred to as 'the Group') and its associate comprising the Consolidated Balance Sheet as at 31st March, 2025, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Cash Flow Statement and the Consolidated Statement of Changes in Equity for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as 'the consolidated financial statements').

In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of reports of other auditors on separate / consolidated financial statements and on the other financial information of the subsidiaries and associates, the aforesaid Consolidated Financial Statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the Consolidated State of Affairs of the Group as at 31st March, 2025 its Consolidated Profit and Consolidated Other Comprehensive Income, Consolidated Changes in Equity and its Consolidated Cash Flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's Responsibility for the Audit of the Consolidated Financial Statements' section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their report referred to in the other matters paragraph below is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Key Audit Matters	Auditor's Response
Revenue Recognition: Revenue from the sale of goods (hereinafter referred to as "Revenue" is recognized when Company performs its obligation to its customers and the amount of revenue can be measured reliably and recovery of the consideration is probable. The timing of such revenue recognition in case of sale of goods is when the control over the same is transferred to the customer. The timing of revenue recognition is relevant to the reported performance of the company. The management considers revenue as a key measure for evaluation of performance. There is a risk of revenue being recorded before control is transferred. Refer Note 4.10 to the Consolidated Financial Statements.	Principal audit procedures performed: - Assessed the Company's revenue recognition accounting policies in line with the Ind AS 115 ("Revenue from Contracts with Customers") and tested thereof. - Evaluated the integrity of the general information and technology control environment and testing the operating effectiveness of key IT application controls over revenue recognition. - Evaluated the design, implementation and operating effectiveness of Company's control in respect of revenue recognition. - Tested the effectiveness of such controls over revenue cut off at the year-end - On a sample basis, tested supporting documentation for sales transactions recorded during the year which included sales invoices, customer contracts and shipping documents. - Performed an increased level of substantive testing in respect of sales transactions recorded during the period closer to the year end and subsequent to the year end. - Assessed disclosure in financial statements in respect of revenue, as specified in Ind AS 115.

Information Other than the Financial Statement and Auditor's Report Thereon

The Holding Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Annual Report, but does not include the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation & presentation of these consolidated financial statements in terms of the requirements of the Act that give a true and fair view of the Consolidated Financial Position, Consolidated Financial Performance (including other comprehensive income), Consolidated Statement of Changes in Equity and Consolidated Cash Flows of the Group including its associates in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act. The respective Board of Directors /management of the companies included in the Group, and its associate are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Consolidated Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error. These financial statements have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group and of its associates are responsible for assessing the ability of the group and its associates to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group and of its associates are responsible for overseeing the financial reporting process of the Group and of its associates.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with Standards on Auditing, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3) (i) of the Act, we are also responsible for expressing our opinion on whether the holding company has adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the group & its associates to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group & its associates to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of such entities within the Group & its associates to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of financial Statement of such entities included in the consolidated financial statements of which we are independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matters

We did not audit the financial statements of seven subsidiaries, whose financial statements reflect total assets of Rs. 22,402.60 lacs as at 31st March, 2025 total revenues of Rs. 25,732.30 lacs and net cash inflows amounting to Rs. 1,178.60 lacs for the year ended on that date. These financial statements have been audited by other auditors whose reports have been furnished to us by the management. Our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries is based solely on the reports of the other auditors.

Certain of these subsidiaries are located outside India whose financial statements and other financial information have been prepared in accordance with accounting principles generally accepted in their countries and which have been audited by other auditors under generally accepted auditing standards applicable in their countries. The Holding Company's management has converted the financial statements of such subsidiaries located outside India from accounting principles generally accepted in their respective countries to accounting principles generally accepted in India. These financial statements which were converted into generally accepted accounting principles in India has also been reviewed by an independent Chartered Accountant. Our opinion in so far as it related to the balances and affairs of such subsidiaries located outside India is based on the report of the other auditors and the review report of the independent Chartered Accountant furnished to us by the management.

The consolidated financial statements also include the Group's share of net profit of Rs. 123.25 lakhs for the year ended 31st March, 2025, as considered in the consolidated financial statements in respect of two associates, whose financial statements / consolidated financial statements / financial information have not been audited by us. These financial statements / consolidated financial statements / financial information have been audited/reviewed by other auditors, whose reports have been furnished to us by the management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and associates, and our report in terms of sub-section (3) of section 143 of the Act in so far as it relates to the aforesaid subsidiaries and associates, are based solely on the reports of the other auditors.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors.

Report on other legal and regulatory requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by sub-section 3 of Section 143 of the Act, we report, to the extent applicable, that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
 - (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the report of the other auditors.
 - (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including Other Comprehensive Income, and the consolidated cash flow statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
 - (d) In our opinion, the aforesaid consolidated financial statements comply with the Indian Accounting Standards (Ind As) specified under Section 133 of the Act.
 - (e) On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2025 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies incorporated in India and associates, none of the Directors of the Group companies and its associates, incorporated in India, are disqualified as on 31st March, 2025 from being appointed as a Director of that company in terms of sub-section 2 of Section 164 of the Act.
 - (f) With respect to the adequacy of the internal financial controls over financial reporting of the Group and the operating effectiveness of such controls, refer to our separate report in 'Annexure B'
 - (g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid/ provided by the Holding Company and its Indian Subsidiaries to its directors during the year is in accordance with the provisions of section 197 of the Act.
 - (h) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the reports of the other auditors on separate/ consolidated financial statements and other financial information of the subsidiaries and associates incorporated in India whose financial statements have been audited under the Act:
 - i) The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group & its associates.
 - ii) The provision has been made in the Consolidated Financial Statement as required under the applicable law or Ind As, for material foreseeable losses, if any, on long term contracts including derivatives contracts.
 - iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company, its subsidiary companies and associates incorporated in India.
 - iv) a) The respective Managements of the Company and its subsidiaries and associates which are companies incorporated in India, whose financial statements have been audited under the Act, have represented to us and the other auditors of such subsidiaries and associates respectively that, to the best of their knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company or any of such subsidiaries and associates to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company or any of such subsidiaries and associates ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

- b) The respective Managements of the Company and its subsidiaries and associates which are companies incorporated in India, whose financial statements have been audited under the Act, have represented to us and the other auditors of such subsidiaries and associates respectively that, to the best of their knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company or any of such subsidiaries and associates from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company or any of such subsidiaries and associates shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- c) Based on the audit procedures performed by us and that performed by the auditors of the subsidiaries and associates, incorporated in India, whose financial statements have been audited under the Act, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
- v) No dividend has been declared or paid during the year by the holding Company or its subsidiaries and associates.
- vi) Based on our examination which included test checks performed by us on the Holding Company and by the respective auditors of the subsidiaries and associates of the Holding Company which are companies incorporated in India and audited under the Act, the Holding Company, its subsidiaries and associates in respect of financial year commencing on 1st April, 2023, have used accounting software for maintaining their books of account which has a feature of recording audit trail (edit log) facility and the same have been operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we and respective auditors of the above referred subsidiaries and associates did not come across any instance of audit trail feature being tampered with.

for Sushil Poddar & Co.

Chartered Accountants

Firm's Registration No. 014969N

Ambrish Rastogi

Partner

Mem. No. 095136

UDIN: 25095136BMPYDQ9092

Gurugram, 29th May, 2025

Annexure A

to the Independent Auditor's report on the consolidated financial statements of Bhartiya International Limited for the year ended 31st March, 2025

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

(xxi) According to the information and explanations given to us, following companies incorporated in India and included in the consolidated financial statements, have certain remarks included in their reports under Companies (Auditor's Report) Order, 2020 ("CARO"), which have been reproduced as per the requirements of the Guidance Note on CARO:

Sr. No.	Name of the entities	CIN	Holding Company/ Subsidiary	Clause number of the CARO report
1	Bhartiya International Ltd	L748997N1987PLC111744	Holding Company	Clause (i)(c)

* This clause pertains to title deeds of certain immovable properties not held in the name of the respective companies.

for Sushil Poddar & Co.

Chartered Accountants

Firm's Registration No. 014969N

Ambrish Rastogi

Partner

Mem. No. 095136

UDIN: 25095136BMPYDQ9092

Gurugram, 29th May, 2025

ANNEXURE B TO THE AUDITORS' REPORT

Report on the Internal Financial Controls under Clause (i) of sub-section 3 of Section 143 of the Companies Act, 2013('the Act')

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended 31st March, 2025, we have audited the internal financial controls over financial reporting of Bhartiya International Limited ('the Holding Company') and its subsidiary companies which are companies incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

The Respective Board of Directors of the Holding Company and its subsidiary companies, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the 'Guidance Note') issued by ICAI and the Standards on Auditing, issued by ICAI and deemed to be prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting with reference to consolidated financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting with reference to these consolidated financial statements and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting with reference to these consolidated financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained, and the audit evidence obtained by the other auditors in terms of their reports is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting with reference to these consolidated financial statements.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and
- (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Holding Company and its subsidiary companies, which are companies incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting with reference to these consolidated financial statements and such internal financial controls over financial reporting with reference to these consolidated financial statements were operating effectively as at 31st March, 2025, based on the internal control over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

Other Matters

We did not audit the internal financial controls with reference to financial statements in so far as it relates to two subsidiary companies, which are companies covered under the Act, whose financial statements/consolidated financial statements reflect total assets of Rs. 2,908.46 lakhs, total revenues of 2,303.85 lakhs and net cash inflows amounting to Rs. 4.31 lakhs for the year ended on that date, as considered in the consolidated financial statements. The consolidated financial statements also include the Group's share of net profit (including other comprehensive income) of Rs. 123.25 lakhs for the year ended 31st March, 2025, in respect of two associate companies, which are companies covered under the Act, whose internal financial controls with reference to financial statements have not been audited by us. The internal financial controls with reference to financial statements in so far as it relates to such subsidiary companies and associate companies have been audited by other auditors whose reports have been furnished to us by the management and our report on the adequacy and operating effectiveness of the internal financial controls with reference to financial statements so far as it relates to such two subsidiary companies and two associate companies is based solely on the reports of the auditors of such companies. Our opinion is not modified in respect of this matter with respect to our reliance on the work done by and on the reports of the other auditors.

for Sushil Poddar & Co.

Chartered Accountants

Firm's Registration No. 014969N

Amrish Rastogi

Partner

Mem. No. 095136

UDIN: 25095136BMPYDQ9092

Gurugram, 29th May , 2025

CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2025**Rs. in Lakhs**

Particulars	Note No.	As at 31st March, 2025	As at 31st March, 2024
I Assets			
1 Non - Current Assets			
(a) Property, Plant and Equipment	5	13,277.18	13,813.21
(b) Capital Work-in-Progress	5.1	263.92	129.06
(c) Right to Use Asset	5.2	773.15	914.89
(d) Investment in Property	6	496.68	507.59
(e) Goodwill		25.25	25.25
(f) Intangible Assets	7	1,371.52	2,666.51
(g) Investments Accounted for using Equity Method	8	4,373.35	4,250.10
(h) Financial Assets			
(i) Investments	9	35.00	35.01
(ii) Other financial Assets	10	972.93	2,125.27
(i) Deferred tax assets		55.06	76.06
(j) Other Non-Current Assets	11	57.34	63.14
2 Current Assets			
(a) Inventories	12	62,053.84	57,459.12
(b) Financial Assets			
(i) Investments	13	-	-
(ii) Trade Receivables	14	18,785.53	14,385.11
(iii) Cash and Cash Equivalents	15	1,197.93	2,705.45
(iv) Bank Balances other than Cash & Cash Equivalents	16	6,475.20	4,447.68
(v) Loans	17	237.73	139.00
(vi) Others Financial Assets	18	3,577.35	2,989.63
(c) Current Tax assets (net)		192.22	127.52
(d) Other Current Assets	19	3,021.93	2,868.95
TOTAL ASSETS		1,17,243.11	1,09,728.55
II Equity and Liabilities			
1 Equity			
(a) Equity Share Capital	20	1,298.44	1,220.94
(b) Other Equity	21	43,556.92	37,778.13
2 Liabilities			
Non - Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	22	6,572.82	10,189.33
(ii) Lease Liability		331.09	447.97
(iii) Other Financial Liabilities	23	135.11	148.26
(b) Provisions	24	155.57	105.78
(c) Other Non-Current Liabilities	25	71.07	86.32
(d) Deferred Tax Liabilities		796.18	844.16
Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	26	40,872.71	40,925.42
(ii) Lease Liability		125.46	133.24
(iii) Trade payables	27		
- Total outstanding dues of micro enterprises and small enterprises		1,399.07	650.55
- Total outstanding dues of creditors other than micro enterprises and small enterprises		18,774.87	14,913.34
(iv) Other Financial Liabilities	28	1,995.11	1,454.88
(c) Provisions	29	186.89	187.85
(d) Other Current Liabilities	30	323.27	369.41
(e) Current Tax Liabilities (Net)		648.53	272.97
TOTAL OF EQUITY AND LIABILITIES		1,17,243.11	1,09,728.55
Material Accounting Policies	4		
The accompanying notes are an integral part of the financial statements 1 to 50			

As per our report of even date attached

For SUSHIL PODDAR & CO.

Chartered Accountants

Firm Reg. No. 014969N

For and on behalf of the Board**Ambrish Rastogi**

Partner

Mem. No. 095136

Yogesh Kumar Gautam

Company Secretary

Mem. No. A31119

Raj Kumar Chawla

Chief Financial Officer

Manoj Khattar

Whole-Time Director

DIN: 00694981

Vivek Kapur

Director

DIN: 09678378

Gurugram, 29th May, 2025

CONSOLIDATED STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2025

Rs. in Lakhs

Particulars	Note No.	Year Ended 31st March, 2025	Year Ended 31st March, 2024
INCOME			
Revenue from Operations	31	1,02,926.27	77,752.21
Other Income	32	443.77	691.53
Total Income		1,03,370.04	78,443.74
EXPENSES			
Cost of Material Consumed	33	42,269.43	36,970.49
Purchases of Stock-in-Trade		17,621.09	8,184.55
Change in Inventories of Finished Goods & work-in-progress	34	1,044.67	(2,848.08)
Employee Benefits Expense	35	6,897.01	6,214.96
Finance Costs	36	4,539.01	4,213.57
Depreciation and Amortization Expense	37	2,575.38	2,553.30
Other Expenses	38	26,051.85	21,307.79
Total Expenses		1,00,998.44	76,596.58
Profit/ (Loss) before Share of net Profit/(Loss) of Associate		2,371.60	1,847.16
Share of net profit/(Loss) of Associates		123.25	(1,153.05)
III Profit/ (Loss) before exceptional Items and tax		2,494.85	694.11
Exceptional Items		-	-
Profit / (Loss) before tax		2,494.85	694.11
Tax Expenses	39		
i Current tax		947.76	614.47
ii Deferred tax		(15.57)	59.87
Profit / (Loss) for the year (A)		1,562.66	19.77
Other Comprehensive Income			
Items that will not be Reclassified to profit or Loss			
Remeasurements of the defined benefit plans		(45.06)	2.43
Income tax relating to above items		11.41	(0.55)
Total Other Comprehensive Income for the Year (B)		(33.65)	1.88
Total Comprehensive Income for the Year		1,529.01	21.65
Profit Attributable to :			
Owners		1,566.48	22.28
Non-controlling Interests		(3.82)	(2.51)
Other Comprehensive income Attributable to :			
Owners		(33.62)	1.88
Non-controlling Interests		(0.03)	-
Total Comprehensive income Attributable to :			
Owners		1,532.86	24.16
Non-controlling Interests		(3.85)	(2.51)
Earnings per equity share of Face Value			
Basic (in Rupees)		12.77	0.16
Diluted (in Rupees)		12.47	0.16
Material Accounting Policies	4		
The accompanying notes are an integral part of the financial statements	1 to 50		

As per our report of even date attached

For SUSHIL PODDAR & CO.

Chartered Accountants

Firm Reg. No. 014969N

For and on behalf of the Board**Ambrish Rastogi**

Partner

Mem. No. 095136

Gurugram, 29th May, 2025

Yogesh Kumar Gautam

Company Secretary

Mem. No. A31119

Raj Kumar Chawla

Chief Financial Officer

Manoj Khattar

Whole-Time Director

DIN: 00694981

Vivek Kapur

Director

DIN: 09678378

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31ST MARCH, 2025

Equity Share Capital		Rs. in Lakhs									
Particulars	Notes	Amount									
Balance as at 31st March, 2023	20.1	1,220.71									
Change in equity share capital during the year 2023-24		0.23									
Balance as at 31st March, 2024	20.1	1,220.94									
Change in equity share capital during the year 2024-25		77.50									
Balance as at 31st March, 2025		1,298.44									
Other Equity (Refer note no. 21)											
Particulars	Reserves and Surplus								Total		
	Preferential share warrant pending for share allotment	Employee Stock Options outstanding	Preferential share Warrant Forfeited	Non-controlling Interest	Foreign Currency Translation Reserve (FCTR)	Capital Reserve	Securities Premium	General Reserve	Retained Earnings	Other Comprehensive Income(defined benefit plan)	
Balance as at 31st March, 2023	-	89.43	925.75	136.04	803.17	8,470.77	7,859.24	3,625.38	15,617.17	38.85	37,565.80
Profit for the year	-	-	-	(2.51)	-	-	-	-	22.28	-	19.77
Other comprehensive income for the year	-	-	-	-	-	-	-	-	-	1.88	1.88
Currency Fluctuation Reserve	-	(89.43)	-	-	-	-	10.75	79.59	-	-	0.91
Money Received during the year	-	-	-	-	189.77	-	-	-	-	-	189.77
Balance as at 31st March, 2024	-	-	925.75	133.53	992.94	8,470.77	7,869.99	3,704.97	15,639.45	40.73	37,778.13
Profit for the year	-	-	-	(3.82)	-	-	-	-	1,566.48	-	1,562.66
Other comprehensive income for the year	-	-	-	(0.03)	-	-	-	-	-	(33.65)	(33.65)
Issue of share warrant during the year	457.95	-	-	-	-	-	-	-	-	-	457.95
Currency Fluctuation Reserve	-	-	-	-	536.83	-	-	-	-	-	536.83
Balance as at 31st March, 2025	457.95	-	925.75	129.68	1,529.77	8,470.77	11,124.99	3,704.97	17,205.93	7.11	43,556.92

As per our report of even date attached

For SUSHIL PODDAR & CO.

Chartered Accountants
Firm Reg. No. 014969N

Amrish Rastogi

Partner
Mem. No. 095136

Gurugram, 29th May, 2025

For and on behalf of the Board

Yogesh Kumar Gautam

Company Secretary
Mem. No. A31119

Manoj Khattar

Whole-Time Director
DIN: 00694981

Vivek kapur

Director
DIN: 09678378

CONSOLIDATED STATEMENT OF CASH FLOW FOR THE YEAR ENDED 31ST MARCH, 2025

Rs. in Lakhs

Particulars	Year Ended 31st March, 2025	Year Ended 31st March, 2024
A. CASH FLOWS FROM OPERATING ACTIVITIES		
Profit / (Loss) before tax as per Statement of Profit and Loss	2,494.85	694.11
<i>Adjustment for :</i>		
Share of (profit)/loss of associates	(123.25)	1,153.05
Finance Cost	4,539.01	4,213.58
Depreciation and amortisation expenses	2,575.38	2,553.30
Loss/(Profit) on sale of fixed assets (net)	12.87	(1.50)
Rental Income	(251.78)	(250.11)
Interest income	-	-
Government grant income	(4.44)	(4.44)
Operating profit/(loss) Before Working Capital Changes	9,242.64	8,357.99
<i>Movements in working capital:</i>		
Increase/ (decrease) in trade payables	4,610.04	6,457.73
Increase/ (decrease) in other financial liabilities	530.79	(62.54)
Increase/ (decrease) in other liabilities	(56.94)	338.34
Increase/ (decrease) in provisions	3.76	56.19
Decrease/ (increase) in inventories	(4,594.72)	(5,340.23)
Decrease/ (increase) trade receivables	(4,400.43)	(1,415.19)
Decrease/ (increase) in loan	(98.73)	19.83
Decrease/ (increase) in other current financial assets	(587.72)	(896.16)
Decrease/ (increase) in other current assets	(152.99)	(386.76)
Decrease/ (increase) in other non-current assets	5.80	2.86
Decrease/ (increase) in other non-current financial assets	28.87	(14.62)
Cash (used in) / Generated from Operations	4,530.37	7,117.44
Income tax paid (Net)	(636.92)	(728.57)
Currency Fluctuation reserve consolidation	536.84	189.78
Net cash (used in)/ generated from Operating Activities - (A)	4,430.29	6,578.65
B. CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of fixed assets	(742.50)	(711.80)
Capital advance/Capital creditors (net)	(3.71)	(20.08)
Proceeds from sale of fixed assets	3.07	7.83
Proceeding from sale of current investments(net)	0.01	
Rental Income	251.78	250.11
Fixed Deposit with bank	(904.05)	(1,645.95)
Net cash from/ (used in) investing activities - (B)	(1,395.40)	(2,119.89)

CONSOLIDATED STATEMENT OF CASH FLOW FOR THE YEAR ENDED 31ST MARCH, 2025

Rs. in Lakhs

Particulars	Year Ended 31st March, 2025	Year Ended 31st March, 2024
C. CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds of long-term borrowings (net)	(3,166.87)	(3,518.13)
Proceeds from short-term borrowings (net)	(502.34)	5,216.76
Payment of lease Liability	(170.61)	(170.57)
Share warrant money received	457.95	-
Share Capital including securities premium	3,332.50	1.14
Interest and processing fees paid (net)	(4,493.04)	(4,156.71)
Net cash from/ (used in) financing activities - (C)	<u>(4,542.41)</u>	<u>(2,627.51)</u>
Net increase / (decrease) in cash and cash equivalents - (A+B+C)	(1,507.52)	1,831.25
Cash and cash equivalents as at beginning of the year	2,705.45	874.20
Cash and cash equivalents as at the end of the year	<u>1,197.93</u>	<u>2,705.45</u>
Components of cash and cash equivalents:		
Cash on hand	13.94	24.19
Balances with scheduled banks:		
In current accounts	1,059.31	2,619.10
In deposit accounts	124.68	62.16
Cash and cash equivalents in cash flow statement	<u>1,197.93</u>	<u>2,705.45</u>

Note: The above consolidated statement of cash flows has been prepared under the 'Indirect Method' as set out in Ind AS - 7, Statement of Cash Flow.

As per our report of even date attached
For SUSHIL PODDAR & CO.
Chartered Accountants
Firm Reg. No. 014969N

Amrish Rastogi
Partner
Mem. No. 095136

Yogesh Kumar Gautam
Company Secretary
Mem. No. A31119

Raj Kumar Chawla
Chief Financial Officer

For and on behalf of the Board

Manoj Khattar
Whole-Time Director
DIN: 00694981

Vivek Kapur
Director
DIN: 09678378

Gurugram, 29th May, 2025

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

1 CORPORATE INFORMATION

Bhartiya International Limited ('the Holding Company') is a public limited company with domiciled in India and incorporated under the provisions of the Companies Act applicable in India. The Holding company and its subsidiaries (hereinafter referred to as "the Group") is engaged in the business of manufacturing and trading of leather products & textile products. The Holding Company has its registered office at Chennai and its corporate office at Gurugram, Haryana.

2 BASIS OF PREPARATION

The consolidated financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 ('Act') read with of the Companies (Indian Accounting Standards) Rules, 2015.

The consolidated financial statements have been prepared on the historical cost basis except the certain financial instruments that are measured at fair values at the end of each reporting period, as explained in the accounting policies.

Based on the nature of products/activities and the time between acquisition of assets and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current or non-current classification of assets and liabilities.

3 PRINCIPLES OF CONSOLIDATION

The financial statements of the Holding Company and its subsidiaries are combined on a line by line basis by adding together like items of assets, liabilities, equity, incomes, expenses and cash flows, after fully eliminating intra-group balances and intra-group transactions.

Profits or losses resulting from intra-group transactions that are recognised in assets, such as Inventory and Property, Plant and Equipment, are eliminated in full.

In case of foreign subsidiaries, revenue items are consolidated at the average rate prevailing during the year. All assets and liabilities are converted at rates prevailing at the end of the year. Any exchange difference arising on consolidation is recognised in the Foreign Currency Translation Reserve (FCTR).

Goodwill represents the difference between the Company's share in the net worth of subsidiaries and the cost of acquisition at each point of time of making the investment in the subsidiaries.

The audited / unaudited financial statements of foreign subsidiaries / associates have been prepared in accordance with the Generally Accepted Accounting Principle of its Country of Incorporation or Ind AS.

The Consolidated Financial Statements have been prepared using uniform accounting policies for like transactions and other events in similar circumstances.

The carrying amount of the parent's investment in each subsidiary is offset (eliminated) against the parent's portion of equity in each subsidiary.

Investment in Associates has been accounted under the Equity Method as per Ind AS 28 – Investments in Associates.

The Group accounts for its share of post-acquisition changes in net assets of associates after eliminating unrealised profits and losses resulting from transactions between the Group and its associates.

Non-Controlling Interest's share of profit / loss of consolidated subsidiaries for the year is identified and adjusted against the income of the Group in order to arrive at the net income attributable to shareholders of the Company.

Non-Controlling Interest's share of net assets of consolidated subsidiaries is identified and presented in the Consolidated Balance Sheet.

4 MATERIAL ACCOUNTING POLICIES

4.1 Property, Plant and Equipment

Freehold land is carried at cost. All other items of property, plant and equipment and Capital work in progress (including Pre-operative expenses) are measured at cost less accumulated depreciation and impairment losses, if any. Cost includes expenditures directly attributable to the acquisition of the asset. General and specific borrowing costs directly attributable to the construction of a qualifying asset are capitalized as part of the cost.

Depreciation is charged on a pro-rata basis at the straight-line method over estimated economic useful lives of its property, plant and equipment generally in accordance with that provided in the Schedule II.

Assets acquired under finance lease and leasehold improvements are amortized over the shorter of estimated useful life of the asset or the related lease term.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTD).

4.2 Investment Properties

Property that is held for long-term rental yields or for capital appreciation or both, and that is not occupied by the Group, is classified as investment property. Investment property is measured at its cost, including related transaction costs and applicable borrowing costs less depreciation and impairment if any.

Depreciation is charged on a pro-rata basis at the straight-line method over estimated economic useful lives of building generally in accordance with that provided in the Schedule II of the Companies Act.

4.3 Intangible Assets

Intangible Assets are stated at cost of acquisition inclusive of incidental expenses related to acquisition. all related revenue expenditure including borrowing cost during the period of development forms part of value of assets capitalized.

Computer software are amortized using the straight Line Method over the period of three years.

Amortization of Intangible Assets-Brand at the overseas subsidiary are as per the rate applicable based on the useful life of assets.

4.4 Lease

Effective from 1st April, 2019, the Company adopted Ind AS 116 – Leases and applied the standard to all lease contracts existing as on 1st April, 2019 using the modified retrospective method on the date of initial application i.e. 1st April, 2019.

At inception of a contract, the Company assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Company as a Lessee

The Company applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low value assets. The Company recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

(i) Right-of-use Assets (ROU Assets)

The Company recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets.

If ownership of the leased asset transfers to the Company at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset. The right-of-use assets are also subject to impairment.

(ii) Lease Liabilities

At the commencement date of the lease, the Company recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Company and payments of penalties for terminating the lease, if the lease term reflects the Company exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs. In calculating the present value of lease payments, the Company uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset. Lease liability and ROU assets have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTD).

(iii) Short-Term leases and Leases of Low-Value Assets

The Company applies the short-term lease recognition exemption to its short-term leases of machinery and equipment (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of office equipment that are considered to be low value. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

Company as a Lessor

Leases in which the Company does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. Rental income arising is accounted for on a straight-line basis over the lease terms. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

4.5 Inventories

Raw materials and consumables have been valued at cost after providing for obsolescence. Cost comprise of cost of purchase and other cost incurred in bringing the inventories to their present location and condition. Cost is determined on FIFO basis. Finished goods are value at cost or net realisable value whichever is lower. Cost of finished goods and work-in- progress include all costs of purchases, conversion costs and other costs incurred in bringing the inventories to their present location and condition. The net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and estimated costs necessary to make the sale.

4.6 Cash & Cash Equivalents

The Group cash and cash equivalents consist of cash on hand and in banks and demand deposits with banks, which can be withdrawn at any time, without prior notice or penalty on the principal.

For the purposes of the cash flow statement, cash and cash equivalents include cash on hand, in banks and demand deposits with banks, net of outstanding bank overdrafts that are repayable on demand and are considered part of the Group cash management system. In the balance sheet, bank overdrafts are presented under other current liabilities.

4.7 Employee Benefits

Defined Contribution Plan

Retirement benefit in the form of provident fund is a defined contribution scheme. The Group has no obligation, other than the contribution payable to the provident fund. The Group recognizes contribution payable to the provident fund scheme as expenditure, when an employee renders the related service.

Defined Benefit Plan

Gratuity is a defined benefit obligation. The Group accounts for the gratuity liability, based upon the actuarial valuation performed in accordance with the Projected Unit Credit method carried out at the year end, by an independent actuary.

Re-measurement, comprising actuarial gains and losses and the return on plan assets (excluding net interest), is reflected immediately in the balance sheet with a charge or credit recognised in other comprehensive income in the period in which they occur. Re-measurement recognised in other comprehensive income is reflected immediately in retained earnings and is not reclassified to profit or loss.

4.8 Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial Assets

Financial assets are recognised when the Group becomes a party to the contractual provisions of the instrument.

On initial recognition, a financial asset is recognised at fair value, in case of Financial assets which are recognised at fair value through profit and loss (FVTPL), its transaction cost are recognised in the statement of profit and loss. In other cases, the transaction cost are attributed to the acquisition value of the financial asset.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTD).

Financial assets are subsequently classified as measured at

- amortised cost
- fair value through profit and loss (FVTPL)
- fair value through other comprehensive income (FVOCI).

Debt Instruments:

Debt instruments are initially measured at amortised cost, fair value through other comprehensive income ('FVOCI') or fair value through profit or loss ('FVTPL') till derecognition on the basis of (i) the entity's business model for managing the financial assets and (ii) the contractual cash flow characteristics of the financial asset.

(a) Measured at Amortised Cost:

Financial assets that are held within a business model whose objective is to hold financial assets in order to collect contractual cash flows that are solely payments of principal and interest, are subsequently measured at amortised cost using the effective interest rate ('EIR') method less impairment, if any. The amortisation of EIR and loss arising from impairment, if any is recognised in the Statement of Profit and Loss.

(b) Measured at Fair Value through Other Comprehensive Income:

Financial assets that are held within a business model whose objective is achieved by both, selling financial assets and collecting contractual cash flows that are solely payments of principal and interest, are subsequently measured at fair value through other comprehensive income. Fair value movements are recognized in the other comprehensive income (OCI). On derecognition, cumulative gain or loss previously recognised in OCI is reclassified from the equity to 'other income' in the Statement of Profit and Loss.

(c) Measured at Fair Value through Profit or Loss:

A financial asset not classified as either amortised cost or FVOCI, is classified as FVTPL. Such financial assets are measured at fair value with all changes in fair value, including interest income and dividend income if any, recognised as 'other income' in the Statement of Profit and Loss.

Equity Instruments:

All investments in equity instruments classified under financial assets are initially measured at fair value, the Group may, on initial recognition, irrevocably elect to measure the same either at FVOCI or FVTPL.

The Group makes such election on an instrument-by-instrument basis. Fair value changes on an equity instrument is recognised as other income in the Statement of Profit and Loss unless the Company has elected to measure such instrument at FVOCI. Fair value changes excluding dividends, on an equity instrument measured at FVOCI are recognised in OCI. Amounts recognised in OCI are not subsequently reclassified to the Statement of Profit and Loss. Dividend income on the investments in equity instruments are recognised as 'other income' in the Statement of Profit and Loss.

Derecognition

The Group derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the contractual rights to receive the cash flows from the asset.

Financial Liabilities

Initial recognition and Measurement

Financial liabilities are recognised when the Group becomes a party to the contractual provisions of the instrument. Financial liabilities are initially measured at the amortised cost unless at initial recognition, they are classified as fair value through profit and loss.

Subsequent Measurement

Financial liabilities are subsequently measured at amortised cost using the EIR method. Financial liabilities carried at fair value through profit or loss are measured at fair value with all changes in fair value recognised in the Statement of Profit and Loss.

Loans and Borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTD).

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

Trade and other Payable

These amounts represent liabilities for goods and services provided to the Group prior to the end of financial year which are unpaid. The amounts are generally unsecured. Trade and other payable are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognized initially at their fair value and subsequently measured at amortized cost using effective interest method.

Derecognition

A financial liability is derecognised when the obligation specified in the contract is discharged, cancelled or expires.

Derivative Instruments:

The Group enters into foreign exchange forward contracts to manage its exposure to foreign exchange rate risks. These contracts are initially recognised at fair value and subsequently, at the end of each reporting period, re-measured at their fair values on reporting date. The resulting gain or loss is recognised in profit or loss in the same line as the movement in the hedged exchange rate.

4.9 Provision and Contingent Liabilities

Provisions are recognised when the Group has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognised for future operating losses.

Contingent Liabilities are disclosed in respect of possible obligations that arise from past events but their existence will be confirmed by the occurrence or non occurrence of one or more uncertain future events not wholly within the control of the Group or where any present obligation cannot be measured in terms of future outflow of resources or where a reliable estimate of the obligation cannot be made.

4.10 Revenue Recognition

Revenue from contract with customers is recognised when the Group satisfies performance obligation by transferring promised goods and services to the customer. Performance obligations are satisfied at the point of time when the customer obtains controls of the asset.

Revenue from services

Revenue from services is recognised in the accounting period in which the services are rendered.

Other operating revenue - Export incentives

"Export Incentives under various schemes are accounted in the year of export.

INTEREST INCOME

Interest income is recognized using the effective interest rate (EIR) method

DIVIDEND INCOME

Dividend income on investments is recognised when the right to receive dividend is established.

4.11 Foreign Currency Translation

Transactions in foreign currencies are initially recorded in functional currency spot rates at the date the transaction first qualifies for recognition.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date.

Exchange differences arising on settlement or translation of monetary items are recognised in profit or loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTD).

4.12 Income Tax

Income tax comprises current and deferred tax. Income tax expense is recognized in the statement of profit and loss except to the extent it relates to items directly recognized in other comprehensive income.

Current Tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit before tax as reported in the statement of profit and loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Group current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period. The Group offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realize the asset and liability simultaneously.

Deferred Tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The Group offsets deferred income tax assets and liabilities, where it has a legally enforceable right to offset current tax assets against current tax liabilities, and they relate to taxes levied by the same taxation authority on either the same taxable entity, or on different taxable entities where there is an intention to settle the current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously.

4.13 Earning Per Share

Basic earnings per share is computed by dividing the profit after tax by the weighted average number of equity shares outstanding during the year.

Diluted earnings per share is computed by dividing the profit after tax as adjusted for dividend, interest and other charges to expense or income relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares.

4.14 Borrowing Cost

Borrowing cost includes interest, amortization of ancillary costs incurred in connection with the arrangement of borrowings and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost. Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they are incurred.

4.15 Government Grants

Government grants are not recognised until there is reasonable assurance that the Group will comply with the conditions attaching to them and that the grants will be received.

Government grants are recognised in profit or loss on a systematic basis over the periods in which the Group recognises as expenses the related costs for which the grants are intended to compensate.

Government grants relating to the purchase of property, plant and equipment are included in non-current liabilities as deferred income and are credited to Profit and Loss on a straight - line basis over the expected lives of related assets and presented within other income.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTD).

4.16 Share Based Payment

Equity-settled share-based payments to employees are measured at the fair value of the equity instruments at the grant date.

The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on the Company's estimate of equity instruments that will eventually vest, with a corresponding increase in equity. At the end of each reporting period, the Group revises its estimate of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to the equity-settled employee benefits reserve.

4.17 Critical Estimates and Judgements -

The preparation of financial statements requires the use of accounting estimates which by definition will seldom equal the actual results. Management also need to exercise judgement in applying the Group's accounting policies.

This note provides an overview of the areas that involved a higher degree of judgement or complexity, and items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed. Detailed information about each of these estimates and judgements is included in relevant notes together with information about the basis of calculation for each affected line item in the financial statements.

The areas involving critical estimates or judgement are:

Estimation of Defined benefit obligation

Estimation of current tax expenses and Payable

Useful lives of depreciable assets

Provision and contingent liability

Carry value of investment in associates

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTD).

5. PROPERTY, PLANT AND EQUIPMENT

Rs. in Lakhs

Particulars	LAND		OTHER THAN LAND					Total
	Freehold	Buildings	Plant and Equipment	Furniture and Fixtures	Vehicles	Office Equipment	Computer Equipment	
Gross Carrying Amount								
Balance as at 31st March, 2023	255.70	8,274.61	8,443.15	1,466.10	198.56	499.63	320.88	19,458.63
Addition	-	12.10	259	60	166	48	54	599.96
Disposal	-	-	7	14	61	65	0	147.23
Balance as at 31st March, 2024	255.70	8,286.71	8,695.29	1,512.53	303.53	483.27	374.33	19,911.36
Addition	-	-	397.37	42.66	36.98	37.73	67.33	582.07
Disposal	-	-	43.80		10.26	0.72	290.42	345.20
Balance as at 31st March, 2025	255.70	8,286.71	9,048.86	1,555.19	330.25	520.28	151.24	20,148.23
Accumulated Depreciation								
Balance as at 31st March, 2023	-	1,195.93	2,712.64	611.76	58.03	327.14	237.75	5,143.25
Addition		268.14	566.36	119.31	32.61	43.88	41.35	1,071.65
Disposal			6.54		48.54	61.22	0.45	116.75
Balance as at 31st March, 2024	-	1,464.07	3,272.46	731.07	42.10	309.80	278.65	6,098.15
Addition		278.63	546.31	121.39	47.62	44.26	52.98	1,091.19
Disposal			30.79		9.75	0.68	277.07	318.29
Balance as at 31st March, 2025	-	1,742.70	3,787.98	852.46	79.97	353.38	54.56	6,871.05
Net carrying amount								
Balance as at 31st March, 2024	255.70	6,822.64	5,422.83	781.46	261.43	173.47	95.68	13,813.21
Balance as at 31st March, 2025	255.70	6,544.01	5,260.88	702.73	250.28	166.90	96.68	13,277.18

a) Title deeds of Immovable Properties not held in name of the Company

Relevant line item in the Balance Sheet	Description of item of Property	Gross Carrying Value	Title deeds held in the Name of	Whether title deed holder is a promoter or director or Relative of Promoter Director	Property held since which date	Reason for not being held in the name of the company
PPE	Building	18.50	Pardeep Goyal	Relative of Director	12.08.2000	Due to issue in Registration

- b) All immovable property is held in the name of company except mentioned above.
- c) The company has not revalued its Property, Plant and Equipment during the current reporting period.
- d) The company does not hold any Benami Property and does not have any proceedings initiated or pending for holding benami property under the Benami Transactions (Prohibitions) Act, 1988.

5.1 Capital Work in Progress

Rs. in Lakhs

31st March, 2024	129.06
Addition	263.92
Capitalised during the year	(129.06)
31st March, 2025	263.92

5.1.1 Ageing of Capital Work-in-Progress ageing

Rs. in Lakhs

	Amount in CWIP for a period of				
	Less than 1 Year	1-2 Year	2-3 Year	More than 3 Year	Total
31-Mar-25					
Projects in Process	263.92	-	-	-	263.92
31-Mar-24					
Projects in Process	129.06	-	-	-	129.06

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTD).

5.2 RIGHT OF USE ASSETS

	Rs. in Lakhs		
Particulars	Land	Building	Total
Balance as at 31st March, 2023	532.34	993.61	1,525.95
Addition		-	-
Balance as at 31st March, 2024	532.34	993.61	1,525.95
Addition		-	-
Balance as at 31st March, 2025	<u>532.34</u>	<u>993.61</u>	<u>1,525.95</u>
Accumulated Depreciation			
Balance as at 31st March, 2023	50.54	418.77	469.31
Addition	12.64	129.11	141.75
Balance as at 31st March, 2024	63.18	547.88	611.06
Addition	12.64	129.10	141.74
Balance as at 31st March, 2025	<u>75.82</u>	<u>676.98</u>	<u>752.80</u>
Net carrying amount			
Balance as at 31st March, 2024	469.16	445.73	914.89
Balance as at 31st March, 2025	456.52	316.63	773.15

6. INVESTMENT PROPERTIES

Particulars	Land & Building
Gross Carrying Amount	
Balance as at 31st March, 2023	594.85
Addition	
Disposal	
Balance as at 31st March, 2024	<u>594.85</u>
Addition	
Disposal	
Balance as at 31st March, 2025	<u>594.85</u>
Accumulated Depreciation	
Balance as at 31st March, 2023	76.35
Addition	10.91
Disposal	
Balance as at 31st March, 2024	<u>87.26</u>
Addition	10.91
Disposal	
Balance as at 31st March, 2025	<u>98.17</u>
Net Carrying Amount	
Balance as at 31st March, 2024	507.59
Balance as at 31st March, 2025	496.68
Fair Value	
As at 31st March, 2024	3,321.15
As at 31st March, 2025	3,817.15

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTD).

		Rs. in Lakhs	
6.1 Particulars	Year Ended 31st March, 2025	Year Ended 31st March, 2024	
Rental income derived from investment properties	206.48	206.48	
Direct operating expenses (including repairs and maintenance) generating rental income	-	-	
Income arising from investment properties before depreciation	206.48	206.48	
Depreciation	10.91	10.91	
Income from investment properties (Net)	195.57	195.57	
6.2 Maturity Analysis of Lease Payments to be received in aggregate & each of following year:			
Particulars	As at 31st March, 2025	As at 31st March, 2024	
Not later than one year	206.48	207.38	
Later than one year and not later than five years	675.81	823.42	
Later than five years	28.00	29.00	

6.3 Estimation of Fair Value

The fair valuation is based on current prices in the active market for similar properties. The main inputs used are quantum, area, location, demand, restrictive entry to the complex, age of building and trend of fair market rent in village/city area.

This valuation is based on valuations performed by an accredited independent valuer. Fair valuation is based on replacement cost method. The fair value measurement is categorised in level 2 fair value hierarchy.

7. INTANGIBLE ASSETS

		Rs. in Lakhs		
Particulars	Goodwill	Computer Software	Brand/ Patent	Total
Gross Carrying Amount				
Balance as at 31st March, 2023	7.99	376.76	6,611.33	6,996.09
Addition		7		6.92
Disposal				-
Balance as at 31st March, 2024	<u>7.99</u>	<u>383.68</u>	<u>6,611.33</u>	<u>7,003.01</u>
Addition		36.55		36.55
Disposal				-
Balance as at 31st March, 2025	<u>7.99</u>	<u>420.23</u>	<u>6,611.33</u>	<u>7,039.56</u>
Accumulated Depreciation				
Balance as at 31st March, 2023	7.99	327.30	2,672.21	3,007.51
Addition		16	1,313	1,328.99
Disposal				-
Balance as at 31st March, 2024	<u>7.99</u>	<u>343.25</u>	<u>3,985.25</u>	<u>4,336.50</u>
Addition		18.50	1,313.04	1,331.54
Disposal				-
Balance as at 31st March, 2025	<u>7.99</u>	<u>361.75</u>	<u>5,298.29</u>	<u>5,668.04</u>
Net Carrying Amount				
Balance as at 31st March, 2024	-	40.43	2,626.08	2,666.51
Balance as at 31st March, 2025	-	58.48	1,313.04	1,371.52

- a) There are no intangible assets under development in the company during the current reporting period.
- b) The Company has not revalued its intangible Assets during the current reporting period

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTD).**Rs. in Lakhs****8. INVESTMENTS ACCOUNTED FOR USING EQUITY METHOD**

Particulars	No. of Shares/Units	As at 31st March, 2025	No. of Shares/Units	As at 31st March, 2024
Investments in Associates (Unquoted at Cost)				
(a) Investment in Associate Company #				
Equity Shares	3,43,93,260	4,373.35	3,43,93,260	4,250.10
		<u>4,373.35</u>		<u>4,250.10</u>
#Particulars of Investment in Associate Company				
A) Bhartiya Urban Pvt. Ltd.				
% of ownership interest		36.77%		36.77%
Cost of Acquisition		3,999.60		3,999.60
Share of Reserves & Surplus		374.43		251.18
Carrying Value		<u>4,374.03</u>		<u>4,250.78</u>
B) TADA Mega Leather Cluster Pvt. Ltd.				
% of ownership interest		50.00%		50.00%
Cost of Acquisition		0.50		0.50
Share of Post Acquisition Reserves & Surplus		(1.18)		(1.18)
Carrying Value		<u>(0.68)</u>		<u>(0.68)</u>
Total (A+B)		<u>4,373.35</u>		<u>4,250.10</u>

9. NON-CURRENT INVESTMENTS

Particulars	As on 31st March, 2025		As on 31st March, 2024	
	Units/ Share (No.)	Amount (Rs.)	Units/ Share (No.)	Amount (Rs.)
A) Investments in Mutual Funds (Unquoted)				
At Fair Value through Profit and Loss				
i) Reliance ETF Liquid BeES	-	-	1.122	0.01
		-		<u>0.01</u>
B) Investments in Equity Shares (Unquoted)				
At Fair Value through Profit and Loss				
i) Pallavaram Tanners Industrial Effluent Treatment co. Ltd.	31,525	35.00	31,525	35.00
Total (A+B)		<u>35.01</u>		<u>35.01</u>
Aggregate amount of unquoted Investments		35.01		35.01
Aggregate amount of impairment in value of unquoted Investments		-		-

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTD).

10. OTHER NON FINANCIAL CURRENT ASSETS

Rs. in Lakhs

Particulars	As at 31st March, 2025	As at 31st March, 2024
(Unsecured & Considered Good)		
(a) Security and Other Deposits	307.31	298.75
(b) Other Advance	-	37.43
(c) Fixed deposit maturity more than 12 months (Lien with bank against various facilities)	665.62	1,789.09
TOTAL	972.93	2,125.27

11. OTHER NON CURRENT ASSETS

(a) Capital Advances	22.88	22.88
(b) Security Deposit with Govt. Authority	23.25	26.10
(c) Prepaid Expenses	3.60	5.40
(d) Prepayment Lease Rent	7.61	8.76
TOTAL	57.34	63.14

12. INVENTORIES

(a) Raw Materials	45,625.61	39,591.79
(b) Raw Materials -In transit	315.45	190.60
(c) Stock-in-Progress	1,466.77	1,291.04
(d) Finished Goods	10,108.57	11,328.97
(e) Land and Land Development	1,256.12	1,256.12
(f) Consumable Store	3,281.32	3,800.60
TOTAL	62,053.84	57,459.12

13. CURRENT INVESTMENT

Particulars	As at 31st March, 2025		As at 31st March, 2024	
	Shares (No)	Amount (Rs)	Shares (No)	Amount (Rs)
A) Investment In Equity Instrument (Unquoted)				
At Fair Value through Profit and Loss				
i) Sai Rayalaseema Paper Mills Ltd.	31,792	-	31,792	-
		-		-
Aggregate Amount of Unquoted Investments		-		-

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTD).

14. TRADE RECEIVABLES

Rs. in Lakhs

Particulars	As at 31st March, 2025	As at 31st March, 2024
(Unsecured, considered good)		
(a) Trade Receivable	18,921.21	14,520.79
(b) Allowance for excepted credit loss	(135.68)	(135.68)
TOTAL	18,785.53	14,385.11

Trade receivable ageing schedule for the year ended as on 31st March, 2025

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 Months	6 Months - 1 Year	1-2 Years	2-3 Years	More than 3 Years	
Undisputed -Trade Receivable Considered Good	15,673.58	1,310.48	811.36	177.08	493.52	18,466.02
Doubtful debts -Trade Receivable Considered Good					455.19	455.19
Total	15,673.58	1,310.48	811.36	177.08	948.71	18,921.21

Trade receivable ageing schedule for the year ended as on 31st March, 2024

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 Months	6 Months - 1 Year	1-2 Years	2-3 Years	More than 3 Years	
Undisputed -Trade Receivable Considered Good	10,817.08	1,662.68	1,288.16	235.28	62.40	14,065.60
Doubtful debts -Trade Receivable Considered Good					455.19	455.19
Total	10,817.08	1,662.68	1,288.16	235.28	517.59	14,520.79

15. CASH AND CASH EQUIVALENT

Particulars	As at 31st March, 2025	As at 31st March, 2024
a) Balances with Banks		
In current accounts	1,059.31	2,619.10
In deposit accounts	124.68	62.16
b) Cash on Hand	13.94	24.19
TOTAL	1,197.93	2,705.45

16. BANK BALANCES OTHER THAN CASH & CASH EQUIVALENTS

a) Fixed Deposit with the bank	6,473.45	4,444.48
b) Unclaimed dividend accounts	1.75	3.20
TOTAL	6,475.20	4,447.68

16.1 Fixed deposits of Rs. 6473.45 Lacs (previous year Rs. 4444.48 Lacs) are pledged with the banks for various limits and facilities granted.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTD).**17. CURRENT LOAN****Rs. in Lakhs**

Particulars	As at 31st March, 2025	As at 31st March, 2024
(Unsecured & Considered Good)		
(a) Loan to Employee	237.73	139.00
TOTAL	<u>237.73</u>	<u>139.00</u>

18. OTHER CURRENT FINANCIAL ASSETS

a) Export incentive Receivable	865.83	857.88
b) Vat / GST receivable	2,344.96	2,021.04
c) Other Advance	-	24.37
d) Security and Other Deposits	366.56	86.34
TOTAL	<u>3,577.35</u>	<u>2,989.63</u>

19. OTHER CURRENT ASSETS

a) Advances with Suppliers	2,642.15	2,202.59
b) Prepaid Expenses	325.21	624.81
c) Security Deposit with Govt. Authority	2.73	-
d) Mat Credit Entitlement	14.35	14.35
e) Other Advances	37.49	27.20
TOTAL	<u>3,021.93</u>	<u>2,868.95</u>

20. SHARE CAPITAL**Authorised Share Capital**

a) 20,000,000 (31st March, 2024: 20,000,000) Equity Shares of Rs. 10/- each	2,000.00	2,000.00
b) 500,000 (31st March, 2024: 500,000) Preference Shares of Rs. 100/- each	500.00	500.00
	<u>2,500.00</u>	<u>2,500.00</u>

Issued, Subscribed & Paid up :

a) 1,29,84,411 (31st March, 2024: 1,22,09,411) Equity Shares of Rs.10/- each fully paid Up.	1,298.44	1,220.94
TOTAL	<u>1,298.44</u>	<u>1,220.94</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTD).**Rs. in Lakhs**

20.1 Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting year:

Particulars	As at 31st March, 2025		As at 31st March, 2024	
	No. of Shares	Amount	No. of Shares	Amount
Shares outstanding at the beginning of the year	1,22,09,411	1,220.94	1,22,07,129	1,220.71
Shares Issued during the year	7,75,000	77.50	2,282	0.23
Shares outstanding at the end of the year	1,29,84,411	1,298.44	1,22,09,411	1,220.94

20.2 The details of Shareholders holding more than 5% shares

Name of the Shareholders	As at 31st March, 2025		As at 31st March, 2024	
	No. of Shares	% of Holding	No. of Shares	% of Holding
(a) Snehdeep Aggarwal	11,43,362	8.81	11,43,362	9.36
(b) Bhartiya Infotech Pvt. Ltd.	10,10,000	7.78	10,10,000	8.27
(c) Bhartiya Global Ventures Pvt. Ltd.	30,47,100	23.47	30,47,100	24.96
(d) Bhartiya Advisory Services Pvt. Ltd.	6,81,913	5.25	6,81,913	5.59
(e) TIMF Holdings	7,06,474	5.44	7,06,474	5.79
(f) Chartered Finance & Leasing Ltd.	7,90,500	6.09	7,90,500	6.47
(g) Urbanac Projects Private Limited	7,75,000	5.97	-	-

20.3 Aggregate number of share issued for consideration other than cash during the period of five years immediately preceding the reporting date, wherever applicable is given below:

Rs. in Lakhs

Particulars	31st March 2025	31st March 2024	31st March 2023	31st March 2022	31st March 2021
Shares issued during the period of five Years immediately preceding the reporting date on exercise of option granted under the Employee Stock Option Plan (ESOP) wherein part consideration was received in form of employee services.	-	2,282	-	4,760	500

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTD).**Rs. in Lakhs****Share held by promoter at 31st March, 2025**

Promoter Name	No. of Shares at Beginning of the year	% of Total Shares	No. of Shares at the end of the year	% of Total Shares	% Change during the year
Snehdeep Aggarwal	11,43,362	9.36%	11,43,362	8.81%	-0.56%
Ramesh Bhatia	3,40,250	2.79%	3,40,250	2.62%	-0.17%

Promoters Group

Arjun Aggarwal	4,96,150	4.06%	4,96,150	3.82%	-0.24%
Kanwal Aggarwal	1,90,374	1.56%	1,90,374	1.47%	-0.09%
Snehdeep Aggarwal HUF	50,000	0.41%	50,000	0.39%	-0.02%
Parushni Aggarwal	7,500	0.06%	7,500	0.06%	0.00%
Pawan Aggarwal	5,000	0.04%	5,000	0.04%	0.00%
Bhartiya Global Ventures Pvt. Ltd.	30,47,100	24.96%	30,47,100	23.47%	-1.49%
Bhartiya Infotech Pvt. Ltd.	10,10,000	8.27%	10,10,000	7.78%	-0.49%
Bhartiya Advisory Services Pvt. Ltd.	6,81,913	5.59%	6,81,913	5.25%	-0.33%
R.L Bhatia Associates Pvt. Ltd.	30,000	0.25%	30,000	0.23%	-0.01%
Urbanac Projects Pvt. Ltd.	7,75,000	6.35%	7,75,000	5.97%	-0.38%

20.5 The Company has only one class of equity shares having a par values of Rs.10/- per share. Each holder of equity share is entitled to one vote per share. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company in proportion of the number of equity share held by the shareholders.

20.6 During the year, the company has allotted 775000 Equity share of Rs.10/- each fully paid by way of conversation of Preferential share warrant issued to promoter's group company.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTD).

21. OTHER EQUITY

Rs. in Lakhs

Particulars	Preferential share Warrant Pending for share allotment	Employee Stock Options outstanding	Preferential share Warrant Forfeited	Non- controlling Interest	Foreign Currency Translation Reserve (FCTR)	Reserves and Surplus				Total	
						Capital Reserve	Securities Premium	General Reserve	Retained Earnings		Other Comprehensive Income(defined benefit plan)
Balance as at 31st March 2023	-	89.43	925.75	136.04	803.17	8,470.77	7,859.24	3,625.38	15,617.17	38.85	37,565.80
Profit for the year				(2.51)					22.28		19.77
Other comprehensive income for the year				-						1.88	1.88
Currency Fluctuation Reserve		(89.43)			-		10.75	79.59			0.91
Money Received during the year					189.77						189.77
Balance as at 31st March 2024	-	-	925.75	133.53	992.94	8,470.77	7,869.99	3,704.97	15,639.45	40.73	37,778.13
Profit for the year				(3.82)					1,566.48		1,562.66
Other comprehensive income for the year				(0.03)						(33.62)	(33.65)
Transfer to Security premium on issue of share							3,255.00				3,255.00
Share warrant application money received	457.95										457.95
Currency Fluctuation Reserve		-			536.83						536.83
Balance as at 31st March, 2025	457.95	-	925.75	129.68	1,529.77	8,470.77	11,124.99	3,704.97	17,205.93	7.11	43,556.92

Component of other Equity

Securities Premium	Represents amount received in excess of face value on issue of equity shares which may be utilised for purposes specified u/s 52(2) of the Companies Act, 2013.
General Reserve	Represents accumulated profits set apart by way of transfer from current year profits or/and retained earnings for "other than specified purposes".
Share Warrant money	Upon receipts of shareholders' approval at the EGM held on 3rd June 2024, the Company has allotted 1201000 warrants of Rs. 430/- each to Urbanac Projects Private Limited (promoter group company) on 14th June 2024. Out of the said allotment 775000 warrants have been duly converted into equity shares of Rs.10/- at a premium of Rs. 420 and the same has been credited to the paid-up share capital on 19th March 2025. The balance 426000 warrants remain outstanding with the application money of Rs.107.50/- each warrant and are liable to be converted in accordance with the terms and conditions of the original issuance.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTD).**22. NON-CURRENT BORROWINGS****Rs. in Lakhs**

Particulars	As at 31st March, 2025	As at 31st March, 2024
Secured		
- Term Loans from Banks	6,434.54	10,049.87
- Vehicle Loans from Banks	138.28	139.46
TOTAL	<u>6,572.82</u>	<u>10,189.33</u>

Above total is net of instalments falling due within a year in respect of all the above Loans aggregating of Rs. 6400.23 lakhs (31st March, 2024 Rs. 5950.59 Lakhs) that have been grouped under "Current Borrowing". (Refer note no. 26).

Nature of security and terms of repayment for long term secured borrowings:

	Nature of Security	Terms of Repayment
22.01	Term Loans from HDFC Bank, balance outstanding amounting to Rs 640.62 lacs (March 31, 2024 Rs. 750.00 lacs) is secured by second charge on all existing securities given to HDFC Bank.	The Loan is repayable in 48 Monthly Installment starting from Aug 2024. Last installment due in July 2028. Rate of interest 9.25 % p.a. as at year end .
22.02	Term Loans from HDFC Bank, balance outstanding amounting to Rs. 912.02 lacs (March 31, 2024 is Rs.1146.62 lacs) is secured by First Charge on the commercial property situated at Institutional Plot No 38, Sector 44, Gurgaon and personal guarantee of one of the Director.	Repayable in 40 Quarterly Installment starting from Oct, 2018. Last installment due in Aug 2028. Rate of Interest 10.35 % p.a. as at year end.
22.03	Term Loans from INDUSIND Bank, balance outstanding amounting to Rs 1550.00 lacs (March 31, 2024 is Rs. 2630.00 lacs) is secured by Equitable Mortgage of 9 acres 81 cents land situated in Tamil Nadu. Personal Guarantee of one Director.	The Loan is repayable in 23 Quarterly Installment starting from Sep 2020. Last installment due in Mar 2026. Rate of interest 11.00 % p.a. as at year end .
22.04	Term Loans from SBI Bank, balance outstanding amounting to Rs 105.00 lacs (March 31, 2024 is Rs. 245.00 lacs) . Secured by second charge on all existing securities given to SBI.	The Loan is repayable in 48 Monthly Installment starting from Feb 2022. Last installment due in Jan 2026. Rate of interest 9.25 % p.a. as at year end .
22.05	Term Loans from SBM Bank, balance outstanding amounting to Rs 204.72 lacs (March 31, 2024 is Rs. 450.67 lacs) is secured by second charge on all existing securities given to SBM Bank.	The Loan is repayable in 48 Monthly Installment starting from Feb 2022. Last installment due in Jan 2026. Rate of interest 9.25 % p.a. as at year end .
22.06	Term Loans from HDFC Bank, balance outstanding amounting to Rs 468.75 lacs (March 31, 2024 is Rs. 843.75 lacs). Secured by second charge on all existing securities given to HDFC Bank.	The Loan is repayable in 48 Monthly Installment starting from Jul 2022. Last installment due in Jun 2026. Rate of interest 9.25 % p.a. as at year end .
22.07	Term Loans from INDUSIND Bank, balance outstanding amounting to Rs 482.08 lacs (March 31, 2024 is Rs. 927.08 lacs). secured by second charge on all existing securities given to Indusind Bank.	The Loan is repayable in 48 Monthly Installment starting from May 2022. Last installment due in Apr 2026. Rate of interest 9.25 % p.a. as at year end .

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTD).

Nature of security and terms of repayment for long term secured borrowings:

	Nature of Security	Terms of Repayment
22.08	Term Loans from SBI Bank, balance outstanding amounting to Rs 893.75 lacs (March 31, 2024 is Rs. 1218.75 lacs) . Secured by second charge on all existing securities given to SBI.	The Loan is repayable in 48 Monthly Installment starting from Feb 2024. Last installment due in Jan 2028. Rate of interest 9.25 % p.a. as at year end .
22.09	Term Loans from Union Bank, balance outstanding amounting to Rs 170.84 lacs (March 31, 2024 is Rs. 319.13 lacs) . Secured by second charge on all existing securities given to Union Bank of India.	The Loan is repayable in 48 Monthly Installment starting from March 2022. Last installment due in Feb 2026. Rate of interest 9.25 % p.a. as at year end .
22.10	Term Loans from Union Bank, balance outstanding amounting to Rs 2365.13 lacs (March 31, 2024 is Rs. 3199.85 lacs) . Secured by second charge on all existing securities given to Union Bank of India.	The Loan is repayable in 48 Monthly Installment starting from Feb 2024. Last installment due in Jan 2028. Rate of interest 9.25 % p.a. as at year end .
22.11	Term Loans from HDFC Bank, balance outstanding amounting to Rs 228.74 lacs (March 31, 2024 is Rs. 285.93 lacs). is secured by exclusive Charge on the commercial property situated at Institutional Plot No 38, Sector 44, Gurgaon and personal guarantee of one of the Director.	The Loan is repayable in 20 Quarterly Installment starting from June 2024. Last installment due in March 2029. Rate of interest 9.75 % p.a. as at year end.
22.12	Term Loans from HDFC Bank, balance outstanding amounting to Rs 146.61 lacs (March 31, 2024 is Rs. 183.27 lacs). is secured by exclusive Charge on the commercial property situated at Institutional Plot No 38, Sector 44, Gurgaon and personal guarantee of one of the Director	The Loan is repayable in 20 Quarterly Installment starting from June 2024. Last installment due in March 2029. Rate of interest 10.35 % p.a. as at year end.
22.13	Term Loans from HDFC Bank, balance outstanding amounting to Rs 944.64 lacs (March 31, 2024 is Rs. 1180.80 lacs). is secured by exclusive Charge on the commercial property situated at Institutional Plot No 38, Sector 44, Gurgaon and personal guarantee of one of the Director	The Loan is repayable in 20 Quarterly Installment starting from June 2024. Last installment due in March 2029. Rate of interest 10.35 % p.a. as at year end.
22.14	Term Loans from Indusind Bank, balance outstanding amounting to Rs 1734.38 lacs (March 31, 2024 is Rs. Nil lacs). is secured by Equitable Mortgage of 9 acres 81 cents land situated in Tamil Nadu. Personal Guarantee of one Director	The Loan is repayable in 40 Quarterly Installment starting from September 2024. Last installment due in June 2028. Rate of interest 10.25 % p.a. as at year end
22.15	Term Loans from Indusind Bank, balance outstanding amounting to Rs 593.75 lacs (March 31, 2024 is Rs. Nil lacs) is secured by Equitable Mortgage of 9 acres 81 cents land situated in Tamil Nadu. Personal Guarantee of one Director.	The Loan is repayable in 40 Quarterly Installment starting from December 2024. Last installment due in June 2028. Rate of interest 10.25 % p.a. as at year end.
22.16	Term Loans from Indusind Bank, balance outstanding amounting to Rs. 1,242.84 lacs (March 31, 2024 is Rs. 2320.59 lacs) is secured by Exclusive charge on undergone project and Cash Flows, receivables, book debts and revenue of the company.	The Loan is repayable in 16 Quarterly Installment starting from March 2022. Last installment due in December 2025. Rate of interest 4.19 % p.a. as at year end
22.17	Vehicle Loans are secured by way of hypothecation of vehicles financed by the Bank.	

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTD).**23. OTHER NON-CURRENT FINANCIAL LIABILITIES****Rs. in Lakhs**

Particulars	As at 31st March, 2025	As at 31st March, 2024
(a) Security Deposit with Related Parties	135.11	148.26
TOTAL	<u>135.11</u>	<u>148.26</u>

24. NON-CURRENT PROVISION

(a) Provision for Employees Benefit	155.57	105.78
TOTAL	<u>155.57</u>	<u>105.78</u>

25. OTHER NON-CURRENT LIABILITIES

(a) Government Grant	39.24	43.68
(b) Advance Lease Rent	31.83	42.64
TOTAL	<u>71.07</u>	<u>86.32</u>

26. CURRENT BORROWING**Secured**

- Working Capital Loans From Banks	34,472.48	34,974.83
- Current Maturity of Long-term borrowing	6,400.23	5,950.59
TOTAL	<u>40,872.71</u>	<u>40,925.42</u>

26.1 Working Capital facilities are secured against hypothecation of stocks of raw - materials, stock in process, finished goods, Other Current assets , specified immovable property, movable fixed assets, lien on fixed deposits, exports bills and personal guarantee of Director.

26.2 Working Capital facilities in Overseas Subsidiaries are Secured against Corporate Guarantee/SBLC of Holding company.

27. TRADE PAYABLE

(a) Acceptances	4,902.66	4,433.27
(b) Payable to Micro and Small Enterprises	1,399.07	650.55
(c) Payable to others than Micro and Small Enterprises	13,872.21	10,480.07
TOTAL	<u>20,173.94</u>	<u>15,563.89</u>

Trade Payable ageing Schedule for the year ended as on 31st March, 2025

Particulars	Outstanding for following period from due date of payment				
	Less than 1 Years	1-2 Years	2-3 Years	More than 3 Years	Total
Dues to MSME	1,399.07			-	1,399.07
Others	18,774.87			-	18,774.87
Total Trade Payable	20,173.94	-	-	-	20,173.94

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTD).**Rs. in Lakhs****Trade Payable ageing Schedule for the year ended as on 31st March, 2024**

Particulars	Outstanding for following period from due date of payment				
	Less than 1 Years	1-2 Years	2-3 Years	More than 3 Years	Total
Dues to MSME	650.55				650.55
Others	14,913.34	-	-	-	14,913.34
Total Trade Payable	15,563.89	-	-	-	15,563.89

28. OTHER CURRENT FINANCIAL LIABILITIES

Particulars	As at 31st March, 2025	As at 31st March, 2024
(a) Interest Accrued	122.06	120.94
(b) Unpaid dividend	1.75	3.20
(c) Due to Employee	484.45	463.10
(d) Expenses Payable	394.59	258.69
(e) Statutory Dues Payable	320.03	198.14
(f) Capital Payables	-	3.71
(g) Other Payable	19.65	11.56
(h) Derivatives-Foreign Exchange Forward Contract	652.58	395.54
TOTAL	<u>1,995.11</u>	<u>1,454.88</u>

29. PROVISIONS

(a) Provision for Employees Benefits	186.89	187.85
TOTAL	<u>186.89</u>	<u>187.85</u>

30. OTHER CURRENT LIABILITIES

(a) Advance from Customer	312.47	359.61
(a) Advance Lease Rent	10.80	9.80
TOTAL	<u>323.27</u>	<u>369.41</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTD).**Rs. in Lakhs****31. REVENUE FROM OPERATIONS**

Particulars	Year Ended 31st March, 2025	Year Ended 31st March, 2024
Sales of Products		
(a) Sales Manufactured Goods	79,012.09	63,568.32
(b) Traded Goods	20,468.31	11,982.15
Sales of Services	749.68	63.79
Other Operating Revenues		
(a) Export Incentives	2,941.98	2,025.13
(b) Foreign Exchange Gain/(Loss)	(245.79)	112.82
TOTAL	<u>1,02,926.27</u>	<u>77,752.21</u>

31.1 Reconciliation of Revenue Recognised in Statement of Profit and Loss with Contracted Price

Revenue as per contracted price	1,00,275.90	75,677.65
Less: Discount, rebates etc.	45.82	63.39
Total Revenue from contract with customers	<u>1,00,230.08</u>	<u>75,614.26</u>

32. OTHER INCOME

- Rental Income	251.78	250.11
- Profit on sale of Fixed Assets	-	1.03
- Other Income	81.63	31.74
- Bad debt Recovered	110.36	408.65
TOTAL	<u>443.77</u>	<u>691.53</u>

33. COST OF MATERIALS CONSUMED

Opening Stock	43,582.99	41,090.84
Add : Purchases	47,908.82	39,462.64
	91,491.81	80,553.48
Less : Closing Stock	49,222.38	43,582.99
MATERIALS CONSUMED	<u>42,269.43</u>	<u>36,970.49</u>

34. CHANGE IN INVENTORIES OF FINISHED GOODS AND WORK IN PROGRESS**(a) Opening Inventories**

- Finished Goods	11,328.97	9,036.32
- Work in Progress	1,291.04	735.61

(b) Closing Inventories

- Finished Goods	10,108.57	11,328.97
- Work in Progress	1,466.77	1,291.04
Decrease/(Increase)	<u>1,044.67</u>	<u>(2,848.08)</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTD).**35. EMPLOYEE BENEFIT EXPENSES****Rs. in Lakhs**

Particulars	Year Ended 31st March, 2025	Year Ended 31st March, 2024
(a) Salary & Allowances	6,074.56	5,404.26
(b) Contribution to Provident & Other Fund	415.97	387.60
(c) Staff Welfare Expenses	406.48	423.10
TOTAL	<u>6,897.01</u>	<u>6,214.96</u>

36. FINANCE COST

(a) Interest Expense- Net	4,138.45	3,848.27
(b) Borrowing Cost	281.93	250.12
(c) Interest on Lease Liability	45.97	56.87
(d) Exchange difference regarded as an adjustment to borrowing cost	72.66	58.31
TOTAL	<u>4,539.01</u>	<u>4,213.57</u>

37. DEPRECIATION AND AMORTISATION

(a) Depreciation on Property Plant and Equipment	1,091.19	1,071.65
(b) Amortisation on Intangible Assets	1,331.54	1,328.99
(c) Depreciation on Investment on Properties	10.91	10.91
(d) Amortisation on Right of use Assets	141.74	141.75
TOTAL	<u>2,575.38</u>	<u>2,553.30</u>

38. OTHER EXPENSES**(I) Manufacturing Expenses**

(a) Fabrication Charges	14,815.30	12,788.50
(b) Other Manufacturing Expenses	679.25	438.98
(c) Freight & Cartage	95.68	71.43

(II) Selling & Administrative Expenses

(a) Legal And Professional Charges	1,779.86	1,316.64
(b) Power & Fuel	494.49	485.63
(c) Bank Charges	1,069.59	1,030.78
(d) Repair & Maintenance		
- Building	72.03	56.72
- Plant & Machinery	286.68	261.72
- Others	851.16	674.47

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTD).

Particulars	Rs. in Lakhs	
	Year Ended 31st March, 2025	Year Ended 31st March, 2024
(e) Communication	87.18	105.76
(f) Rates Taxes & Duties	53.99	97.63
(g) Insurance	323.41	335.46
(h) Rent	276.94	251.14
(i) Travelling & Conveyance	1,296.33	1,319.87
(j) Freight on Exports	1,928.96	754.31
(k) Commission, Brokerage & Discount	373.35	50.98
(l) Loss on Sale /Discard of Fixed Assets	12.87	(1.50)
(m) Misc. Expenses	761.74	595.33
(n) Expenditure towards CSR activities	36.14	27.08
(o) Directors Meeting Fees	11.34	7.50
(p) Packing Expenses	335.49	205.99
(q) Bad Debts	347.80	369.57
(r) Auditors Remuneration	62.27	63.80
TOTAL	<u>26,051.85</u>	<u>21,307.79</u>

39. TAX EXPENSES**I) Current Tax**

(a) Current Tax on Taxable income for the year	947.76	614.47
	<u>947.76</u>	<u>614.47</u>

II) Deferred Tax

(a) Related To origination & reversal of temporary differences	(15.57)	59.87
Income tax expenses reported in statement of profit and loss	<u>932.19</u>	<u>674.34</u>
Effective Income Tax Rate	<u>37.36%</u>	<u>97.15%</u>

A reconciliation of the income tax expenses to the amount computed by applying the statutory income tax rate to the profit before income taxes is summarized below:

Accounting profit before tax	2,494.85	694.11
Statutory income tax rate	25.168%	25.168%
Computed tax expenses	627.90	174.69
Tax in respect of earlier years	116.03	33.25
Non taxable/ differential tax rate of subsidiaries	206.99	181.02
Impact of share of profit/(loss) of associates	(31.02)	290.20
Deduction under section 24 of income tax act	(15.51)	(11.64)
Non-Deductible expenses for tax purpose	27.80	6.82
Income tax charge to Statement of Profit and Loss Account	<u>932.19</u>	<u>674.34</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTD).**40. CONTINGENT LIABILITIES****Rs. in Lakhs**

Particulars	As at 31st March, 2025	As at 31st March, 2024
i) Letter of Credit / Import Bills outstanding -	2,445.18	4,357.05
ii) Bill Discounting	827.66	757.59
iii) Standby Letter of credit (SBLC) issued by company bankers in favour of the bankers of its subsidiaries		
- Ultima S A	6,285.37	6,133.80
iv) Corporate Guarantee given by the company to a bank against facilities granted by that bank to its wholly owned subsidiaries Ultima SA, Ultima Italia Srl. & World Fashion Trade Ltd.	138.38	135.05
v) Karnataka Vat Demand Under dispute	-	56.60
vi) GST Demand Under dispute	186.50	81.07
vii) Income tax Demand under dispute	301.81	87.19

41. CAPITAL AND OTHER COMMITMENTS

i) Estimated value of contract remaining to be executed on capital Account and not provided for	2,353.62	3,379.00
ii) Estimated Value of contract remaining to be executed on capital account	13.80	19.24

42. EMPLOYEE BENEFITS PLANS

The details of various employee benefits provided to employees are as under:

a) Defined Contribution Plans**Rs. in Lakhs**

Particulars	Year Ended 31st March, 2025	Year Ended 31st March, 2024
Detail of amount recognised as expense for defined contribution plans is given below:		
a) Provident Fund*	277.85	252.63
b) Employees State Insurance Corporation	7.63	9.45

b) Defined Benefit Plans

The Defined benefit plan of the Company includes entitlement of gratuity for each year of service until the retirement age.

i) The principal assumptions used for the purposes of the actuarial valuations were as follows:

Principal Assumptions	Gratuity	
	As at March 31, 2025	As at March 31, 2024
Expected return on plan assets	6.60%	6.95%
Discount rate	6.55%-6.60%	6.95 -7.25%
Salary increase rate	5.00%	5.00%
Employee turnover	5.00%	5.00%
In service mortality	IALM (2012-14)	IALM (2012-14)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTD).

- ii) **Amounts recognised in statement of profit and loss in respect of these defined benefit plans are as follows:**

Rs. in Lakhs

Particulars	Gratuity	
	Year Ended 31st March, 2025	Year Ended 31st March, 2024
Current Service Cost	87.37	72.75
Net Interest Expenses	6.32	4.53
Past Service Cost	-	-
Components of defined benefit costs recognised in profit or Loss	<u>93.69</u>	<u>77.28</u>
Re-measurement on the Net Defined Benefit liability:		
Actuarial (gains)/ losses on obligation for the year	58.67	35.47
Return On Plan Assets	(13.65)	(38.32)
Net(Income)/Expenses for the year ended recognized in OCI	<u>45.02</u>	<u>(2.85)</u>

- iii) **The amount included in the Balance Sheet arising from the entity's obligation in respect of its Defined Benefit Obligation**

Particulars	Gratuity	
	As at 31st March, 2025	As at 31st March, 2024
Present Value of Defined Benefit Obligation	671.39	603.90
Fair Vale of Plan Asset	(581.48)	(534.01)
Net Liability arising from Defined Benefit Obligation	<u>89.91</u>	<u>69.89</u>

- iv) **Movements in the present value of the defined benefit obligation are as follows:**

Rs. in Lakhs

Particulars	Gratuity	
	For the Year Ended 31st March, 2025	For the Year Ended 31st March, 2024
Opening Defined Obligation	603.90	522.04
Interest Cost	6.32	4.53
Current Service Cost	87.37	72.75
Past Service Cost	-	-
Benefits Paid Directly by the Employer	(84.87)	(30.89)
Actuarial (gains)/ Losses	58.67	35.47
Closing Defined Benefit Obligation	<u>671.39</u>	<u>603.90</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTD).**v) Movements in the fair value of the plan assets are as follows: Rs. in Lakhs**

Particulars	Gratuity	
	For the Year Ended 31st March, 2025	For the Year Ended 31st March, 2024
Opening fair Value of Plan Assets *	534.01	466.08
Interest Income	33.82	29.61
Contribution by the Employer	-	-
Return on Plan Assets Excluding Interest Income	13.65	38.32
Closing fair Value of Plan Assets	581.48	534.01

*** Fund Managed by the approved Insurance Company Kotak Life Insurance**

Particulars	Gratuity	
	For the Year Ended 31st March, 2025	For the Year Ended 31st March, 2024
Investment With Insurer	100.00%	100.00%

Sensitivity Analysis

A quantitative sensitivity analysis for significant assumptions as at 31st March, 2025 is as follows:

Particulars	Increase Effect	Decrease Effect
Effect of Increase/decrease in discount rate by 1% on Defined benefit obligations	721.83	770.58
Effect of Increase/decrease in salary escalation by 1% on Defined benefit obligations	770.86	721.37

A quantitative sensitivity analysis for significant assumptions as at 31st March, 2024 is as follows:

Particulars	Increase Effect	Decrease Effect
Effect of Increase/decrease in discount rate by 1% on Defined benefit obligations	626.11	666.67
Effect of Increase/decrease in salary escalation by 1% on Defined benefit obligations	666.96	625.66

The sensitivity analysis above has been determined on the basis of actuarial certificate.

43. EARNING PER SHARE

Particulars	Year Ended 31st March, 2025	Year Ended 31st March, 2024
Profit/(loss) for the year	1,562.66	19.77
No. of share at the beginning of the year (A)	1,22,09,411	1,22,07,129
Equity allotted during the year	7,75,000	2,282
Weighted average shares (B)	27,603	1,334
Weighted average shares outstanding (nos.) (A+B)	1,22,37,014	1,22,08,463
Effect of diluted number of share		
Add:- Employee stock option plan	2,91,091	-
Weighted average number of equity share for diluted earning per share	1,25,28,105	1,22,08,463
Basic earning per share	12.77	0.16
Diluted earning per share	12.47	0.16

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTD).

44. EXPORT PROMOTION CAPITAL GOODS (EPCG)

Export Promotion Capital Goods (EPCG) scheme allows import of certain capital goods at concessional duty subject to an export obligation for the duty saved on capital goods imported under EPCG scheme. The duty saved on capital goods imported under EPCG scheme being Government Grant, is accounted as stated in the Accounting policy on Government Grant.

45. EMPLOYEE STOCK OPTION PLAN

The Company instituted an Employees Stock Option Plan ('ESOP 2013') pursuant to the Nomination and Remuneration Committee (Earlier Compensation Committee) and Shareholders' resolution dated September 23, 2013. As per ESOP 2013, the Company had granted the below stock options:

On 28th January, 2014 – 50,000 stock options.

On 16th September, 2015 – 1,55,800 stock options

On 31st December, 2015 – 8,850 stock options

On 3rd February, 2018 – 30,000 stock options

On 5th April, 2018 – 30,000 stock options

These options comprises equal number of equity shares to be allotted in one or more tranches to the eligible employees of the Company and its subsidiaries.

The details of the ESOPs granted so far are provided below:

Rs. in Lakhs

Grant Date		April 5, 2018			
Vesting tranche	Vesting I	Vesting II	Vesting III	Vesting IV	
Vesting date	April 05, 2019	April 05, 2020	April 05, 2021	April 05, 2022	
%age of vesting	16.67	16.67	16.66	50.00	
Exercise Price (in Rs.)	330.00	330.00	330.00	330.00	
Grant Date		February 03, 2018			
Vesting tranche	Vesting I	Vesting II	Vesting III	Vesting IV	
Vesting date	February 03, 2019	February 03, 2020	February 03, 2021	February 03, 2022	
%age of vesting	10.00	20.00	30.00	40.00	
Exercise Price (in Rs.)	450.00	450.00	450.00	450.00	
Grant Date		December 31, 2015			
Vesting tranche		Vesting I	Vesting II	Vesting III	
Vesting date		December 31, 2016	December 31, 2017	December 31, 2018	
%age of vesting		33.00	33.00	34.00	
Exercise Price (in Rs.)		50.00	50.00	50.00	
Grant Date		September 16, 2015			
Vesting tranche		Vesting I	Vesting II	Vesting III	
Vesting date		September 16, 2016	September 16, 2017	September 16, 2018	
%age of vesting		33.00	33.00	34.00	
Exercise Price (in Rs.)		50.00	50.00	50.00	

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTD).**Rs. in Lakhs**

Grant Date	January 28, 2014	
Vesting tranche	Vesting I	Vesting II
Vesting date	1st February, 2015	1st March, 2015
%age of vesting	50.00	50.00
Exercise Price (in Rs.)	156.00	156.00

The Company uses the fair value for determination of the employee stock compensation expense.

The activity in the Employees Stock Option Plan during the year ended 31st March, 2025 is as under:

Particulars	Year Ended 31st March, 2025	Year Ended 31st March, 2024
Number of options outstanding at the beginning of the period	-	20,751
Number of options granted during the year	-	-
Number of options forfeited / lapsed during the year	-	18,469.00
Number of options vested during the year	-	-
Number of options exercised during the year	-	2,282
Number of shares arising as a result of exercise of options	-	2,282
Money realized by exercise of options (INR), if scheme is implemented directly by the company	-	Rs. 1,14,100
Loan repaid by the Trust during the year from exercise price received	NA	NA
Number of options outstanding at the end of the year	-	-
Number of options exercisable at the end of the year	-	-

A description of the method and significant assumptions used during the year to estimate the fair value of options including the following information:

Date of Grant	September 16, 2015	December 31, 2015	February 3, 2018	April 5, 2018
Weighted average share price	Rs. 468.70	Rs 521.15	Rs. 463.55	Rs. 216.15
Exercise price	Rs. 50.00	Rs. 50.00	Rs. 450.00	Rs. 330.00
Expected volatility	29.24%	33.10%	25.71%	36.78%
Option life (comprising of weighted average of vesting period and exercise period)	7 years	7 years	8 years	5.50 years
Expected dividends	0.21%	0.19%	0.26%	0.29%
Risk free rate of return	8.17%	7.96%	7.82%	7.22%

46. FAIR VALUE MEASUREMENT

The fair value of the financial assets and liabilities are included at the amount that would be received to sell an asset and paid to transfer a liability in an orderly transaction between market participants.

The following methods and assumptions were used to Estimate the Fair Values:

Trade receivables, cash and cash equivalents, other bank balances, short term loans, other current financial assets, current borrowings, trade payables and other current financial liabilities: approximate their carrying amounts largely due to the short-term maturities of these instruments.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTD).

Investments traded in active markets are determined by reference to quotes from the financial institutions; for example: Net asset value (NAV) for investments in mutual funds declared by mutual fund house.

The fair values for loans, security deposits were calculated based on cash flows discounted using a current lending rate. They are classified as level 3 fair values in the fair value hierarchy due to the inclusion of unobservable inputs including counter party credit risk.

The fair values of non-current borrowings are based on discounted cash flows using a current borrowing rate. They are classified as level 3 fair values in the fair value hierarchy due to the use of unobservable inputs, including own credit risk.

The Company uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation techniques.

The following is the basis for categorising the financial instruments measured at fair value into Level 1 to Level 3 :

Level 1: This level includes financial assets that are measured by reference to quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: This level includes financial assets and liabilities, measured using inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices).

Level 3: This level includes financial assets and liabilities measured using inputs that are not based on observable market data (unobservable inputs). Fair values are determined in whole or in part, using a valuation model based on assumptions that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data.

Particulars	Rs. in Lakhs			
	As at 31st March, 2025			
	Carrying Amount	Level of input used in		
		Level 1	Level 2	Level 3
Financial Assets				
At Amortised Cost				
Trade Receivable	18,785.53	-	-	18,785.53
Cash & cash equivalents	1,197.93	-	-	1,197.93
Other bank balance	6,475.20	-	-	6,475.20
Loans	237.73	-	-	237.73
Other financial assets	4,550.28	-	-	4,550.28
At FVTPL				
Investments	35.00	-	-	35.00
Financial Liabilities				
At Amortised Cost				
Borrowings	47,445.53	-	-	47,445.53
Lease Liability	456.55			
Trade payables	20,173.94	-	-	20,173.94
Other financial liabilities	1,477.64	-	-	1,477.64
At FVTPL				
Other financial liabilities	652.58	-	652.58	-

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTD).**Rs. in Lakhs**

Particulars	As at 31st March, 2024			
	Carrying Amount	Level of input used in		
		Level 1	Level 2	Level 3
Financial Assets				
At Amortised Cost				
Trade Receivable	14,385.11	-	-	14,385.11
Cash & cash equivalents	2,705.45	-	-	2,705.45
Other bank balance	4,447.68	-	-	4,447.68
Loans	139.00	-	-	139.00
Other financial assets	5,114.90	-	-	5,114.90
At FVTPL				
Investments	35.01		0.01	35.00
Financial Liabilities				
At Amortised Cost				
Borrowings	51,114.75	-	-	51,114.75
Trade payables	15,563.89	-	-	15,563.89
Lease Liability	581.21			581.21
Other financial liabilities	1,207.60	-	-	1,207.60
At FVTPL				
Other financial liabilities	395.54	-	395.54	-

47. CAPITAL MANAGEMENT

For the purpose of the Company's capital management, capital includes issued equity capital, share premium and all other equity reserves attributable to the equity holders of the Company. The primary objective of the Company's capital management is to maximise the shareholder value.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Company includes within net debt, interest bearing loans and borrowings less cash and cash equivalents.

Rs. in Lakhs

Particulars	As at	As at
	31st March, 2025	31st March, 2024
Borrowings (long-term and short-term, including current maturities of long term borrowings) (Note 22 & 26)	47,445.53	51,114.75
Less: Cash and cash equivalents (Note 15)	(1,197.93)	(2,705.45)
Net Debt	46,247.60	48,409.30
Equity Share Capital	1,298.44	1,220.94
Other Equity	43,556.92	37,778.13
Total Capital	44,855.36	38,999.07
Capital and Net Debt	91,102.96	87,408.37
Gearing Ratio	50.76%	55.38%

"In order to achieve this overall objective, the Company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements. Breaches in meeting the financial covenants would permit the bank to immediately call loans and borrowings. There have been no breaches in the financial covenants of any interest-bearing loans and borrowing in the current period.

No changes were made in the objectives, policies or processes for managing capital during the years ended March 31, 2025 and March 31, 2024.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTD).

48. DISCLOSURES AS REQUIRED UNDER SCHEDULE III TO THE COMPANIES ACT, 2013, OF THE ENTERPRISES CONSOLIDATED AS SUBSIDIARY/ASSOCIATES :

Rs. in Lakhs

Name of the Entities	Net Assets i.e. Total Assets minus Total Liabilities		Share in Profit or Loss	
	As a % of Consolidated net assets	Amount	As a % of Consolidated Profit	Amount
Parent :	89.01	39,593.95	148.94	2,093.75
Subsidiary :				
Indian Subsidiaries			-	
Bhartiya Global Marketing Ltd	0.86	383.18	(0.16)	(2.21)
J&J Leather Enterprises Ltd	0.95	423.63	(2.73)	(38.41)
Bhartiya International Sez Ltd	2.67	1,185.62	(2.47)	(34.78)
Bhartiya Fashion Retail Ltd	0.02	9.32	0.02	0.26
Bhartiya Urban Infrastructure Ltd.	0.01	2.25	(0.02)	(0.29)
Foreign Subsidiaries				
World Fashion Trade Ltd.	-	2.16	1.27	17.85
Design Industry China Ltd.	0.18	82.11	3.30	46.46
Ultima SA	4.82	2,143.01	(63.43)	(891.63)
Ultima Italia SRL	4.19	1,865.17	0.30	4.17
Design Industry Ltd., Hongkong	7.25	3,225.67	7.33	103.06
Sub Total		<u>48,916.07</u>		<u>1,298.23</u>
Inter-company Elimination & Consolidation Adjustments	(9.97)	<u>(4,434.02)</u>	7.65	<u>107.53</u>
Grand Total		44,482.05		1,405.76
Non-Controlling Interest in subsidiaries		129.68		(3.82)
Share of Profit in Associates		<u>373.25</u>		<u>123.25</u>
		44,984.98		1,525.19

49. FINANCIAL RISK MANAGEMENT

The Company's management monitors and manages the financial risks relating to the operations of the Company. These risks include credit risk, liquidity risk and market risk (including currency risk, interest rate risk and other price risk).

Credit Risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Company. To manage this, the Company periodically assesses financial reliability of customers and other counter parties, taking into account the financial condition, current economic trends, and analysis of historical bad debts and ageing of financial assets.

Financial instruments that are subject to concentrations of credit risk, principally consist of balance with banks, investments in debt instruments/bonds, trade receivables, loans and advances. None of the financial instruments of the Company result in material concentrations of credit risks.

The age analysis of trade receivables as of the balance sheet date have been considered from the due date and disclosed in below table.

Particulars	Rs. in Lakhs	
	As at 31st March, 2025	As at 31st March, 2024
Less than 6 month	15,673.58	10,817.08
More than 6 month	3,111.95	3,568.03

Liquidity Risk

The Company manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

The surplus funds with the Company and operational cash flows will be sufficient to dispose the financial liabilities within the maturity period.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTD).

Maturity Profile of Financial Liabilities

Rs. in Lakhs

Particulars	As at 31st March, 2025			
	0-1 year	1-5 year	Beyond 5 year	Total
Borrowing (Including current maturity of long term borrowing)	40,872.71	5,488.52	1,084.30	47,445.53
Trade Payable	20,173.94	-	-	20,173.94
Lease Liabilities	125.46	296.12	34.97	456.55
Other Financial Liabilities	2,130.22	-	-	2,130.22

Particulars	As at 31st March, 2024			
	0-1 year	1-5 year	Beyond 5 year	Total
Borrowing (Including current maturity of Long Term borrowing)	40,925.42	10,189.33	-	51,114.75
Trade Payable	15,563.89	-	-	15,563.89
Lease Liabilities	133.24	397.21	50.76	581.21
Other Financial Liabilities	1,603.14	-	-	1,603.14

Market Risk

Market risk is the risk of any loss in future earnings, in realisable fair values or in future cash flows that May, result from a change in the price of a financial instrument. The Company's activities expose it primarily to the financial risks of changes in foreign currency exchange rates and interest rates risk/liquidity risk which impact returns on investments. Market risk exposures are measured using sensitivity analysis.

Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the debt obligations with floating interest rates. The Company manages its interest rate risk by having a balanced portfolio of fixed and variable rate loans and borrowings.

Exposure to Interest Rate Risk

Rs. in Lakhs

Particulars	As at 31st March, 2025	As at 31st March, 2024
Total Borrowings	47,445.53	51,114.75
% of Borrowings out of above bearing variable rate of interest	94.11%	90.31%

Interest Rate Sensitivity

A change of 100 bps in interest rates would have following Impact on profit before tax

100 bp increase would decrease the profit before tax by	446.53	461.64
100 bp decrease would Increase the profit before tax by	446.53	461.64

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTD).

Foreign Currency Risk Management

The Company undertakes transactions denominated in foreign currencies; consequently, exposures to exchange rate fluctuations arise. The carrying amounts of the Company's foreign currency denominated monetary assets and monetary liabilities at the end of the reporting period are as follows:

Particulars	Rs. in Lakhs			
	As at 31st March, 2025		As at 31st March, 2024	
	Foreign Currency Monetary Assets	Foreign Currency Monetary Liabilities	Foreign Currency Monetary Assets	Foreign Currency Monetary Liabilities
USD	107.57	500.83	114.71	499.76
EURO	21.64	31.37	20.47	31.98
GBP	34.98	0.99	30.45	2.03
HKD	302.32	68.63	274.16	54.92
RMB	24.99	12.35	12.61	7.75
CHF	92.95	31.28	118.47	44.76

Foreign Currency Sensitivity

The following table details the Company's sensitivity to a 5% change in rupee value against the relevant foreign currencies, which is used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the period end.

Particulars	As at 31st March, 2025		As at 31st March, 2024	
	5% Weakened	5% Strengthen	5% Weakened	5% Strengthen
Foreign Currency Monetary Assets				
USD	459.51	(459.51)	478.20	(478.20)
EURO	99.80	(99.80)	92.13	(92.13)
GBP	193.05	(193.05)	160.10	(160.10)
HKD	166.01	(166.01)	145.85	(145.85)
RMB	14.70	(14.70)	7.28	(7.28)
CHF	449.25	(449.25)	533.58	(533.58)
Particulars	As at 31st March, 2025		As at 31st March, 2024	
	5% Weakened	5% Strengthen	5% Weakened	5% Strengthen
Foreign Currency Monetary Liabilities				
USD	(2,139.42)	2,139.42	(2,083.36)	2,083.36
EURO	(144.68)	144.68	(143.94)	143.94
GBP	(5.46)	5.46	(10.68)	10.68
HKD	(37.69)	37.69	(29.22)	29.22
RMB	(7.26)	7.26	(4.47)	4.47
CHF	(151.18)	151.18	(201.61)	201.61
Impact on Profit or Loss as at the end of reporting year	(1,103.37)	1,103.37	(1,056.14)	1,056.14

In management's opinion, the sensitivity analysis is unrepresentative of the inherent foreign exchange risk because the exposure at the end of the reporting period does not reflect the exposure during the year.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTD).

Disclosure Regarding Derivative Instruments.

The Company uses foreign currency forward contracts to hedge its risks associated with foreign currency fluctuations relating to accounts receivable. The use of foreign currency forward contracts is governed by the Company's strategy approved by the Board of Directors, which provide principles on the use of such forward contracts consistent with the Company's Risk Management Policy. The Company does not use forward contracts for speculative purposes.

The following are outstanding forward contracts which has been designated as cash flow hedges:

Particulars	As at 31st March, 2025		As at 31st March, 2024	
	Currency	Foreign Currency Lacs	Currency	Foreign Currency Lacs
Forwards Contracts	USD	144.80	USD	73.29
	EURO	40.54	EURO	64.59
	GBP	-	GBP	-

50. RELATED PARTY DISCLOSURES AS PER IND AS 24

a) Name of Related Parties & Nature of Relationship:	Country	Ownership Interest
i) Associate parties :		
Bhartiya Urban Pvt. Ltd.	India	36.77%
Tada Mega Leather Cluster Pvt Ltd.	India	50%
ii) Executive Directors:		
Manoj Khattar		Whole-Time Director
Amrishpal Singh		
Nikhil Aggarwal		
Walter willi Zwahlen		
iii) Non-Executive Directors		
Snehdeep Aggarwal		Director
Robert Burton Moore Jr.		Director
Navkiran Singh Ghei		Independent Director
Deepak Bhojwani		Independent Director
Sannovanda Machaiah Swathi		Independent Director
Vivek Kapur		Independent Director
Mukul Harmilap		Director
iv) Enterprises owned or significantly influenced by Executive Directors or their relatives :		
Itopia Management Services (India) Pvt. Ltd.		
Parushni Interior Designs Private Limited		
v) Trust		
Bhartiya International Limited Employees Group Gratuity Scheme		Post Employment Benefit Plan

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTD).

Particulars	Rs. in Lakhs	
	2024-25	2023-24
b) Transactions during the year with related parties :		
1. Other Income		
Parushni Interior Designs Pvt. Ltd.	0.13	0.78
2. Salaries		
Manoj Khattar	89.67	91.42
Amrishpal Singh	3.00	3.00
Nikhil Aggarwal	41.94	43.54
Walter willi Zwahlen	53.77	60.82
3. Lease Rent Received		
Parushni Interior Designs Pvt. Ltd.	18.00	18.00
4. Other Expenses		
Itopia Management Services (India) Pvt. Ltd.	-	0.06
5. Legal and Professional Fees		
Itopia Management Services (India) Pvt. Ltd.	0.60	0.60
Robert Burton Moore Jr.	105.84	104.81
Snehdeep Aggarwal	9.00	9.00
Mukul Harmilapi	10.92	8.71
6. Sitting Fee		
SM Swati	2.61	2.22
Navkiran Singh Ghei	2.61	2.22
Deepak Bhojwani	1.39	0.83
Vivek Kapur	2.61	2.22
7. CSR Expenses		
Chaman Bhartiya Foundation	15.00	-

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTD).

Particulars	Rs. in Lakhs	
	2024-25	2023-24
c) Balances Outstanding at the year end:		
1. Trade Receivable		
Parushni Interior Designs Pvt. Ltd	-	24.36
2. Expenses/Others Payables		
Amrishpal singh	0.23	0.23
Bhartiya Global Ventures Pvt. Ltd.	9.87	-
Snehdeep Aggarwal	0.68	0.68
3. Security Deposit (Received)		
Parushni Interior Designs Pvt. Ltd.	1.50	1.50

As per our report of even date attached

For SUSHIL PODDAR & CO.

Chartered Accountants

Firm Reg. No. 014969N

Amrish Rastogi

Partner

Mem. No. 095136

Yogesh Kumar Gautam

Company Secretary

Mem. No. A31119

Raj Kumar Chawla

Chief Financial Officer

For and on behalf of the Board**Manoj Khattar**

Whole-Time Director

DIN: 00694981

Vivek Kapur

Director

DIN: 09678378

Gurugram, 29th May, 2025

CONSOLIDATED FINANCIAL SUMMARY

Rs. in Lakhs

Particulars	2015-16	2016-17	2017-18	2018-19	2019-20	2020-21	2021-22	2022-23	2023-24	2024-25
Equity Share Capital	1171.38	1174.09	1218.13	1219.42	1220.19	1220.24	1220.71	1220.71	1220.94	1298.44
Reserves & Surplus	20014.16	25579.31	36272.00	38276.25	33455.76	32811.74	31105.35	37565.80	37778.13	43556.92
Net Worth	22394.47	26753.41	37490.13	39495.67	34675.95	34031.98	32326.06	38786.51	38999.07	44855.36
Capital Employed	26468.25	30699.56	43225.88	46795.74	41972.58	47698.42	50540.77	57122.98	50820.89	52917.20
Gross Fixed Assets	12109.72	9422.58	12787.52	13773.50	16020.50	22967.79	25829.95	27980.68	28569.39	28977.66
Net Fixed Assets	8412.82	8922.09	11574.45	11798.37	13066.17	19020.72	19662.50	19385.85	17523.67	15685.77
Export Sales including Export Incentives	62215.89	64194.24	71051.66	74799.74	72069.58	54839.35	69350.95	79859.80	77752.21	102926.27
Other Income	378.91	618.56	725.54	1198.07	435.50	495.50	3217.40	335.74	691.53	443.77
Total Income	62600.50	64812.80	71777.20	75997.81	72505.08	55334.85	72568.35	80195.54	78443.74	103370.04
EBITDA	5104.13	4659.23	5408.24	6717.19	6399.58	3717.50	6764.78	8227.05	8614.03	9485.99
Depreciation	604.98	601.53	748.27	812.70	998.01	1033.49	2380.63	2522.78	2553.30	2575.38
EBIT	4499.15	4057.70	4659.97	5904.49	5401.57	2684.01	4384.15	5704.27	6060.73	6910.61
Profit before Tax	3192.93	2667.25	2703.91	2851.18	2910.24	298.03	2056.59	2034.67	1847.16	2371.60
Tax Expenses	920.88	808.95	842.61	954.74	435.87	28.37	546.00	592.96	674.34	932.19
Net Profit After Tax and before Share of Profit / (Loss) Of Associates	2279.26	1858.30	1861.30	1896.44	2474.37	269.66	1510.59	1441.71	1172.82	1439.41
Non Controlling Interest	(7.22)	(5.68)	(3.43)	(0.01)	(1.59)	(3.01)	(3.41)	(3.51)	(2.51)	(3.82)
Share in Profit	192.22	(58.54)	(118.07)	80.35	(348.68)	(887.33)	(3167.02)	4815.92	(1153.05)	123.25
Net Profit after Share of Profit and Loss Of Associates	2471.48	1799.76	1743.23	1976.79	2125.69	(617.37)	(1656.43)	6257.63	19.77	1562.66
Equity Dividend (%)	12.00	12.00	12.00	12.00	-	-	-	-	-	-
EPS (Basic) Rs.	21.69	15.33	14.42	16.25	17.67	(4.83)	(13.33)	50.98	0.16	12.77
EPS(Diluted) Rs.	21.48	14.98	14.28	16.14	17.61	(4.82)	(13.31)	50.91	0.16	12.47

INDEPENDENT AUDITOR'S REPORT

The Members of

Bhartiya International Limited

Report on the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of M/s **Bhartiya International Limited** ('the Company'), which comprise the Balance Sheet as at 31st March, 2025, the Statement of Profit and Loss (including other Comprehensive Income), the Cash Flow Statement and Statement of Changes in Equity for the year then ended, and notes to the standalone financial statements, including a summary of material accounting policies and other explanatory information (hereinafter referred to as "the standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2025, its profit, other comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing ("SAs") specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's Responsibility for the Audit of the Financial Statements' section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Key Audit Matter

Key audit matters are those matters that, in our professional judgment were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Key Audit Matters	Auditor's Response
<u>Revenue Recognition:</u> Revenue from the sale of good (hereinafter referred to as "Revenue") is recognized when Company performs its obligation to its customers and the amount of revenue can be measured reliably and recovery of the consideration is probable. The timing of such revenue recognition in case of sale of goods is when the control over the same is transferred to the customer. The timing of revenue recognition is relevant to the reported performance of the company. The management considers revenue as a key measure for evaluation of performance. There is a risk of revenue being recorded before control is transferred. Refer Note 3.11 to the Standalone Financial Statements.	<u>Principal audit procedures performed:</u> - Assessed the Company's revenue recognition accounting policies in line with the Ind AS 115 ("Revenue from Contracts with Customers") and tested thereof. - Evaluated the integrity of the general information and technology control environment and testing the operating effectiveness of key IT application controls over revenue recognition. - Evaluated the design, implementation and operating effectiveness of Company's control in respect of revenue recognition. - Tested the effectiveness of such controls over revenue cut off at the year-end - On a sample basis, tested supporting documentation for sales transactions recorded during the year which included sales invoices, customer contracts and shipping documents. - Performed an increased level of substantive testing in respect of sales transactions recorded during the period closer to the year end and subsequent to the year end. - Assessed disclosure in financial statements in respect of revenue, as specified in Ind AS 115.

Information Other than the Financial Statement and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, but does not include the standalone financial statements and our auditor's report there on.

Our opinion on the standalone financial statement does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statement our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statement or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those charged with Governance for the Standalone Financial Statements

The Company's Management and Board of Directors are responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, statement of changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards ("Ind As") specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibility for the Audit of Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statement as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statement, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3) (i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to

draw attention in our auditor's report to the related disclosures in the standalone financial statement or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the standalone financial statement, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statement that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statement may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial statement.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in the internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statement of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure A, a statement on the matters specified in the paragraph 3 and 4 of the order.
2. Further to our comments in Annexure I, as required by Section 143(3) of the Act based on our audit, we report, to the extent applicable, that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the accompanying standalone financial statements;
 - (b) In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - (c) The Standalone Financial Statements dealt with by this report are in agreement with the books of account;
 - (d) In our opinion, the aforesaid Standalone Financial Statements comply with the Ind AS specified under Section 133 of the Act;
 - (e) On the basis of the written representations received from the directors as on 31st March 2025 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2025 from being appointed as a director in terms of Section 164 (2) of the Act;
 - (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company with reference to these Standalone Financial Statements and the operating effectiveness of such controls, refer to our separate report in "Annexure B" to this report wherein we have expressed an unmodified opinion;
 - (g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid/ provided by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act; and
 - (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:

- i) The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements (Refer Note 40 & to standalone financial statements.)
- ii) The company has made provision as required under the applicable law or Ind AS, for material foreseeable losses, if any, on long term contracts including derivatives contracts.
- iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
- iv) (a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- (b) The Management has represented that, to the best of its knowledge and belief no funds have been received by the Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Funding Parties or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (c) Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e) contain any material misstatement.
- v) No dividend has been declared or paid during the year by the Company.
- vi) Based on our examination, which included test checks, the company has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated during the year for all relevant transactions recorded in that software. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with.

for Sushil Poddar & Co.

Chartered Accountants

Firm's Registration No. 014969N

Ambrish Rastogi

Partner

Mem. No. 095136

UDIN: 25095136BMPYDO2928

New Delhi, 29th May, 2025

ANNEXURE - A TO THE INDEPENDENT AUDITORS' REPORT

The Annexure referred to in Independent Auditors' Report to the members of the Company on the standalone financial statements for the year ended 31st March, 2025, we report that:

- I (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment, capital work-in-progress, investment property and relevant details of right-of-use assets.
- (B) The Company has maintained proper records showing full particulars of intangible assets.
- (b) The fixed assets are physically verified by the Management according to a phased program designed to cover all the items over a period of three years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, a portion of the fixed assets has been physically verified by the Management during the year and no material discrepancies have been noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.
- (c) Based upon the audit procedure performed and according to the records of the Company, the title deeds of all the immovable properties (other than self-constructed building and properties where the Company is the lessee, and the lease agreements are duly executed in favour of the lessee) are held in the name of the Company except for the following which are not held in the name of the Company:

Description of Property	Gross carrying value	Held in the name of	Whether promoter, director of their relative of employee	Period held	Reason for not being held in name of company
PPE	18,50,000	Pardeep Goyal	Yes	12.08.2000	Due to issue in Registration

- (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its property, plant and equipment (including right of use assets) or intangible assets or both during the year.
- (e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.
- II (a) The inventory, except goods-in-transit and stocks lying with third parties, has been physically verified by the management during the year. In respect of inventory lying with third parties at the year-end, these have substantially been confirmed by them. In our opinion, the frequency of such verification is reasonable and procedures and coverage as followed by management were appropriate. No discrepancies were noticed on verification between the physical stocks and the book records that were more than 10% in the aggregate of each class of inventory.
- (b) The Company has been sanctioned working capital limits in excess of Rs. 5 crores, in aggregate, from banks on the basis of security of current assets during the year. According to the information and explanations given to us, with regard to inventories, the quarterly returns or statements filed by the Company with such banks are materially in agreement with the books of accounts of the Company.
- III According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any investments in or granted any loans or advances in the nature of loans, secured or unsecured to companies, firms, limited liability partnerships or any other parties during the year. The Company has provided guarantees during the year to companies and other parties, details of which are stated below. The Company has not provided guarantees during the year to firms or limited liability partnerships.
- (a) Based on the audit procedures carried on by us and as per the information and explanations given to us, the Company has provided guarantee to any other entity as below:

<u>Particulars</u>	<u>Guarantee amounts</u>
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Aggregate amount of guarantee provided during the year

- Subsidiaries	Rs. 64.24 Crore
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Balance outstanding as at balance sheet date – 31 March, 2025

- Subsidiaries	Rs. 64.24 Crore
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- (b) According to the information and explanations given to us and based on the audit procedures conducted by us, in our opinion the guarantees provided during the year are, prima facie, not prejudicial to the interest of the Company.
- (c) The Company has not granted any loans or advances in the nature of loan secured or unsecured. Hence, reporting under clause 3(iii)(c), 3(iii)(d), 3(iii)(e) and 3(iii)(f), of the Order is not applicable.
- IV According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has complied with the provisions of Sections 185 and 186 of the Companies Act, 2013 in respect of loans granted, investments made and guarantees and securities provided, as applicable.
- V The Company has not accepted any deposit or amounts which are deemed to be deposits. Hence, reporting under clause 3(v) of the Order is not applicable.
- VI According to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Act for the business activities carried out by the company. Accordingly, clause 3(vi) of the Order is not applicable.
- VII In respect of statutory dues:
- (a) In our opinion, the Company has generally been regular in depositing undisputed statutory dues, including Goods and Services tax, Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, duty of Custom, duty of Excise, Value Added Tax, Cess and other material statutory dues applicable to it with the appropriate authorities.
- There were no undisputed amounts payable in respect of Goods and Service tax, Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, duty of Custom, duty of Excise, Value Added Tax, Cess and other material statutory dues in arrears as at March 31, 2025 for a period of more than six months from the date they became payable.
- (b) Details of statutory dues referred to in sub-clause (a) above which have not been deposited as on March 31, 2025 on account of disputes are given below:

Nature of the statute	Nature of dues	Forum where Dispute is Pending	Period to which the Amount Relates	Amount in Rs.
Goods and Service Tax Act, 2017	Goods and Service Tax	Appellate Authority upto Commissioner level	F.Y. 2017-18, 2018-19, 2019-20 & 2020-21	1,86,49,773 -/-
Income Tax Act, 1961	Income Tax	Commissioner of Income Tax, Appeals	F.Y. 2019-2020	50,74,770/-
Income Tax Act, 1961	Income Tax	Commissioner of Income Tax, Appeals	F.Y. 2020-21	36,43,886/-
Income Tax Act, 1961	Income Tax	Commissioner of Income Tax, Appeals	F.Y. 2017-18	52,52,082/-
Income Tax Act, 1961	Income Tax	Commissioner of Income Tax	F.Y. 2017-18, 2018-19, 2019-20	1,57,15,604/-

- VIII There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the IncomeTaxAct,1961 (43 of 1961).
- IX (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not defaulted in the repayment of loans or borrowings or in the payment of interest thereon to any lender.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared a willful defaulter by any bank or financial institution or government or government authority.
- (c) In our opinion and according to the information and explanations given to us by the management, term loans were applied for the purpose for which the loans were obtained.

- (d) According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company.
- (e) According to the information and explanations given to us and on an overall examination of the standalone financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries or associates, as defined in the Act. The Company does not hold any investment in any joint venture (as defined in the Act) during the year ended 31 March, 2025.
- (f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries or associates (as defined under the Act).
- X a) The Company has not raised money by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause 3(x)(a) of the Order is not applicable.
- b) In our opinion and according to the information and explanations given to us, the company has utilized funds raised by way of preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) for the purposes for which they were raised and the requirements of section 42 and section 62 of the Companies Act, 2013 have been complied with.
- XI a) No fraud by the Company and no material fraud on the Company has been noticed or reported during the year.
- b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.
- c) As represented to us by the management, there are no whistle blower complaints received by the company during the year.
- XII The Company is not a Nidhi Company and hence reporting under clause (xii) of the Order is not applicable
- XIII In our opinion, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 with respect to applicable transactions with the related parties and the details of related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.
- XIV a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.
- b) We have considered, the internal audit reports for the year under audit, in determining the nature, timing and extent of our audit procedures.
- XV In our opinion during the year the Company has not entered into any non-cash transactions with its Directors or persons connected with its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- XVI a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clauses 3(xvi)(a) and 3(xvi)(b) of the Order are not applicable.
- b) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) of the Order is not applicable.
- c) According to the information and explanations provided to us during the course of audit, the Group does not have any CICs
- XVII The Company has not incurred cash losses in the current and in the immediately preceding financial year.
- XVIII There has been no resignation of the statutory auditors of the Company during the year. Accordingly, clause 3(xviii) of the Order is not applicable.
- XIX According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the standalone financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing

at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

- XX (a) In our opinion and according to the information and explanations given to us, there is no unspent amount under sub-section (5) of Section 135 of the Act pursuant to other than ongoing projects. Accordingly, clause 3(xx)(a) of the Order is not applicable.
- (b) In respect of ongoing projects, the company has transferred unspent amount to a special account, within a period of thirty days from the end of the financial year in compliance with section 135(6) of the said Act

for Sushil Poddar & Co.

Chartered Accountants

Firm's Registration No. 014969N

Ambrish Rastogi

Partner

Mem. No. 095136

UDIN: 25095136BMPYDO2928

New Delhi, 29th May, 2025

ANNEXURE - B TO THE AUDITORS' REPORT

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of "**Bhartiya International Limited**" ("the Company") as of 31st March, 2025 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that:

- (1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
- (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2025, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

for Sushil Poddar & Co.

Chartered Accountants

Firm's Registration No. 014969N

Ambrish Rastogi

Partner

Mem. No. 095136

UDIN: 25095136BMPYDO2928

New Delhi, 29th May, 2025

STANDALONE BALANCE SHEET AS AT 31ST MARCH, 2025**Rs. in Lakhs**

Particulars	Note No.	As at 31st March, 2025	As at 31st March, 2024
I Assets			
1 Non - Current Assets			
(a) Property, Plant and Equipment	4	11,913.55	12,376.44
(b) Capital Work-in-Progress	4.1	240.14	129.06
(c) Right of Use Assets	4.3	654.48	770.95
(d) Investment Property	5	491.76	502.67
(e) Intangible Assets	6	57.07	39.02
(f) Investments in Subsidiaries & Associates	7	6,576.09	6,576.09
(g) Financial Assets			
(i) Investments	8	-	0.01
(ii) Other Financial Assets	9	891.16	2,011.48
(h) Other Non-Current Assets	10	49.71	52.59
2 Current Assets			
(a) Inventories	11	60,453.63	55,759.44
(b) Financial Assets			
(i) Investments	12	-	-
(ii) Trade receivables	13	13,837.49	10,318.23
(iii) Cash and Cash Equivalents	14	225.21	552.33
(iv) Bank Balances other than Cash & Cash Equivalents	15	6,475.20	4,447.68
(v) Loans	16	652.06	1,002.97
(vi) Others Financial Assets	17	2,949.47	2,631.94
(c) Current Tax Assets (net)		125.54	125.55
(d) Other Current Assets	18	2,574.12	2,313.38
TOTAL ASSETS		1,08,166.68	99,609.83
II Equity and Liabilities			
1 Equity			
(a) Equity Share Capital	19	1,298.44	1,220.94
(b) Other Equity	20	38,295.51	32,488.82
2 Liabilities			
Non - current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	21	6,528.29	8,810.34
(ii) Lease Liability		197.35	286.59
(ii) Other financial liabilities	22	118.65	108.86
(b) Provisions	23	69.70	41.52
(b) Other non-Current Liabilities	24	71.07	86.32
(c) Deferred Tax Liabilities (Net)	25	794.28	844.16
3 Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	26	39,315.76	39,576.20
(ii) Lease Liability		98.70	110.06
(iii) Trade payables	27		
Total outstanding dues of micro enterprises and small enterprises		1,185.45	360.17
Total outstanding dues of creditors other than micro enterprises and small enterprises		17,314.48	13,678.05
(iv) Other financial liabilities	28	1,763.36	1,213.29
(b) Provisions	29	143.84	142.14
(c) Other Current Liabilities	30	323.27	369.41
(d) Current Tax Liabilities (Net)		648.53	272.96
TOTAL OF EQUITY AND LIABILITIES		1,08,166.68	99,609.83
Material Accounting Policies			
The accompanying notes are an integral part of the financial statements	1 to 54		

As per our report of even date attached

For SUSHIL PODDAR & CO.

Chartered Accountants

Firm Reg. No. 014969N

For and on behalf of the Board**Ambrish Rastogi**

Partner

Mem. No. 095136

Yogesh Kumar Gautam

Company Secretary

Mem. No. A31119

Raj Kumar Chawla

Chief Financial Officer

Manoj Khattar

Whole Time Director

DIN: 00694981

Vivek Kapur

Director

DIN: 09678378

Gurugram, 29th May, 2025

STANDALONE STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2025

Rs. in Lakhs

Particulars	Note No.	Year Ended 31st March, 2025	Year Ended 31st March, 2024
INCOME			
Revenue from Operations	31	85,656.58	66,094.66
Other Income	32	396.77	265.62
Total Income		<u>86,053.35</u>	<u>66,360.28</u>
EXPENSES			
Cost of Material Consumed	33	43,938.74	36,914.72
Purchases of Stock-in-Trade		3,602.84	13.43
Change in Inventories of Finished Goods & Work-in-Progress	34	990.01	(2,735.30)
Employee Benefits Expense	35	5,552.63	4,756.45
Finance Costs	36	4,352.70	3,929.80
Depreciation and Amortisation Expense	37	1,056.68	1,047.57
Other Expenses	38	23,561.63	20,045.56
Total Expenses		<u>83,055.23</u>	<u>63,972.23</u>
Profit / (Loss) before tax for the year		<u>2,998.12</u>	<u>2,388.05</u>
Tax expenses	39		
i Current Tax		925.54	583.82
ii Deferred Tax		(42.65)	45.63
Profit / (Loss) for the year (A)		<u>2,115.23</u>	<u>1,758.60</u>
Other Comprehensive Income			
Items that will not be Reclassified to profit or Loss			
Remeasurements of the defined benefit plans		(28.73)	9.84
Income tax relating to above items		7.23	(2.48)
Total Other Comprehensive Income for the Year (B)		<u>(21.50)</u>	<u>7.36</u>
Total Comprehensive Income for the Year (A+B)		<u>2,093.73</u>	<u>1,765.96</u>
Earnings per equity share of face value			
Basic (in Rupees)		17.29	14.40
Diluted (in Rupees)		16.88	14.40
Material Accounting Policies			
The accompanying notes are an integral part of the financial statements	1 to 54		

As per our report of even date attached

For SUSHIL PODDAR & CO.

Chartered Accountants

Firm Reg. No. 014969N

For and on behalf of the Board**Amrish Rastogi**

Partner

Mem. No. 095136

Yogesh Kumar Gautam

Company Secretary

Mem. No. A31119

Raj Kumar Chawla

Chief Financial Officer

Manoj Khattar

Whole Time Director

DIN: 00694981

Vivek Kapur

Director

DIN: 09678378

Gurugram, 29th May, 2025

STANDALONE STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH, 2025

A Equity Share Capital Rs. in Lakhs

Particulars	Notes	Amount
Balance as at 31st March, 2023		1,220.71
Change in equity share capital during the year 2023-24	19.1	0.23
Balance as at 31st March, 2024		1,220.94
Change in equity share capital during the year 2024-25	19.1	77.50
Balance as at 31st March, 2025		1,298.44

B Other Equity (Refer Note 20)

Particulars	Preferential share warrant pending for share allotment	Employee Stock Options Outstanding	Reserves and Surplus					Total
			Preferential Share Warrant Forfeited	Securities Premium	General Reserve	Retained Earnings	Other Comprehensive Income (defined benefit plan)	
Balance as at 31st March, 2023	-	89.43	925.75	7,859.24	3,517.36	18,305.49	24.68	30,721.95
Profit for the year	-	-	-	-	-	1,758.60	-	1,758.60
Other Comprehensive Income for the year	-	-	-	-	-	-	7.36	7.36
Transfer from ESOP	-	(89.43)	-	10.75	79.59	-	-	0.91
Balance as at 31st March, 2024	-	-	925.75	7,869.99	3,596.95	20,064.09	32.04	32,488.82
Profit for the year	-	-	-	-	-	2,115.23	-	2,115.23
Other comprehensive income for the year	-	-	-	-	-	-	(21.50)	(21.50)
Transfer to Security premium on issue of share	-	-	-	3,255.00	-	-	-	3,255.00
Issue of share warrant during the year	457.96	-	-	-	-	-	-	457.96
Balance as at 31st March, 2025	457.96	-	925.75	11,124.99	3,596.95	22,179.32	10.54	38,295.51

As per our report of even date attached
For SUSHIL PODDAR & CO.
Chartered Accountants
Firm Reg. No. 014969N

For and on behalf of the Board

Ambrish Rastogi
Partner
Mem. No. 095136

Yogesh Kumar Gautam
Company Secretary
Mem. No. A31119

Raj Kumar Chawla
Chief Financial Officer

Manoj Khattar
Whole Time Director
DIN: 00694981

Vivek Kapur
Director
DIN: 09678378

Gurugram, 29th May, 2025

STANDALONE STATEMENT OF CASH FLOW FOR THE YEAR ENDED 31ST MARCH, 2025

Rs. in Lakhs

Particulars	Year Ended 31st March, 2025	Year Ended 31st March, 2024
A. CASH FLOWS FROM OPERATING ACTIVITIES		
Profit / (Loss) before tax as per statement of Profit and loss	2,998.12	2,388.05
Adjustment for :		
Finance Cost	4,352.70	3,929.80
Depreciation and amortisation expenses	1,056.68	1,047.56
Loss/(Profit) on sale of Property, Plant & Equipment (net)	12.87	(1.50)
Rental Income	(251.78)	(250.11)
Government grant income	(4.44)	(4.44)
Operating profit/(loss) before working capital changes	8,164.15	7,109.36
Movements in working capital:		
Increase/ (decrease) in trade payables	4,461.71	4,854.29
Increase/ (decrease) in other financial liabilities	550.07	(53.54)
Increase/ (decrease) in other liabilities	(46.14)	348.14
Increase/ (decrease) in provisions	1.15	30.77
Decrease/ (increase) in inventories	(4,694.19)	(5,229.46)
Decrease/ (increase) trade receivables	(3,519.26)	(1,865.85)
Decrease/ (increase) in loan	350.91	114.71
Decrease/ (increase) in other current financial assets	(317.53)	(928.76)
Decrease/ (increase) in other current assets	(260.73)	(81.88)
Decrease/ (increase) in other non-current assets	2.87	0.02
Decrease/ (increase) in other non-current financial assets	(3.15)	(33.22)
Cash (used in) / generated from operations	4,689.86	4,264.58
Income tax paid (Net)	(549.97)	(699.56)
Net cash (used in)/ generated from operating activities - (A)	4,139.89	3,565.02
B. CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of Property, Plant & Equipment	(611.48)	(688.44)
Capital advance/Capital creditors (net)	-	(23.79)
Proceeds from sale of Property, Plant & Equipment	3.07	7.83
Proceeds from sale of current investment	0.01	-
Security deposit	(1.01)	(0.79)
Rental Income	251.78	250.11
Fixed Deposit with bank	(904.05)	(1,645.95)
Net cash from/ (used in) investing activities - (B)	(1,261.68)	(2,101.03)

STANDALONE STATEMENT OF CASH FLOW FOR THE YEAR ENDED 31ST MARCH, 2025

Rs. in Lakhs

Particulars	Year Ended 31st March, 2025	Year Ended 31st March, 2024
C. CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from long-term borrowings (net)	(1,928.35)	(2,685.21)
Proceeds from short-term borrowings (net)	(614.14)	5,359.63
Payment of Lease Liability	(130.75)	(132.33)
Share warrant money received	457.95	-
Share Capital including securities premium	3,332.50	1.14
Interest and processing fees paid (net)	(4,322.54)	(3,890.67)
Net cash from/ (used in) financing activities - (C)	<u>(3,205.33)</u>	<u>(1,347.44)</u>
Net increase / (decrease) in cash and cash equivalents - (A+B+C)	(327.12)	116.55
Cash and cash equivalents as at beginning of the year	552.33	435.78
Cash and cash equivalents as at the end of the year	<u>225.21</u>	<u>552.33</u>
Components of cash and cash equivalents:		
Cash on hand	5.54	18.05
Balances with scheduled banks:		
In current accounts	219.67	534.28
In term deposit (Less than three month)	-	-
Cash and cash equivalents in cash flow statement	<u>225.21</u>	<u>552.33</u>

Note: The above standalone statement of cash flows has been prepared under the 'Indirect Method' as set out in Ind AS - 7, Statement of Cash Flow.

As per our report of even date attached

For SUSHIL PODDAR & CO.

Chartered Accountants

Firm Reg. No. 014969N

Ambrish Rastogi

Partner

Mem. No. 095136

Yogesh Kumar Gautam

Company Secretary

Mem. No. A31119

Raj Kumar Chawla

Chief Financial Officer

For and on behalf of the Board

Manoj Khattar

Whole Time Director

DIN: 00694981

Vivek Kapur

Director

DIN: 09678378

Gurugram, 29th May, 2025

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

1 CORPORATE INFORMATION

Bhartiya International Limited ('the Company') is a public limited company with domiciled in India and incorporated under the provisions of the Companies Act applicable in India. Its shares are listed on leading stock exchange in India. The Company has its registered office at Chennai and its corporate office at Gurugram, Haryana. The Company is in the business of manufacturing and trading of leather products & textile products.

2 BASIS OF PREPARATION

These financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 ('Act') read with of the Companies (Indian Accounting Standards) Rules, 2015.

The financial statements have been prepared on the historical cost basis except the certain financial instruments that are measured at fair values at the end of each reporting period, as explained in the accounting policies.

Based on the nature of products/activities and the time between acquisition of assets and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current or non-current classification of assets and liabilities.

3 MATERIAL ACCOUNTING POLICIES

3.1 Property, Plant and Equipment

Freehold land is carried at cost. All other items of property, plant and equipment and Capital work in progress (including Pre-operative expenses) are measured at cost less accumulated depreciation and impairment losses, if any. Cost includes expenditures directly attributable to the acquisition of the asset. General and specific borrowing costs directly attributable to the construction of a qualifying asset are capitalized as part of the cost.

Depreciation is charged on a pro-rata basis at the straight-line method over estimated economic useful lives of its property, plant and equipment generally in accordance with that provided in the Schedule II.

Assets acquired under finance lease and leasehold improvements are amortized over the shorter of estimated useful life of the asset or the related lease term.

3.2 Investment Properties

Property that is held for long-term rental yields or for capital appreciation or both, and that is not occupied by the Company, is classified as investment property. Investment property is measured at its cost, including related transaction costs and applicable borrowing costs less depreciation and impairment if any.

Depreciation is charged on a pro-rata basis at the straight-line method over estimated economic useful lives of building generally in accordance with that provided in the Schedule II of the Companies Act.

3.3 Intangible Assets

Computer Software

Computer software are stated at cost, less accumulated amortisation and impairments, if any.

Amortisation Method and Useful Life

The Company amortizes computer software using the straight-line method over the period of 3 years.

3.4 Lease

Effective from 1st April, 2019, the Company adopted Ind AS 116 – Leases and applied the standard to all lease contracts existing as on 1st April, 2019 using the modified retrospective method on the date of initial application i.e. 1st April, 2019.

At inception of a contract, the Company assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Company as a Lessee

The Company applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low value assets. The Company recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)

(i) Right-of-use Assets (ROU Assets)

The Company recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets.

If ownership of the leased asset transfers to the Company at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset. The right-of-use assets are also subject to impairment.

(ii) Lease Liabilities

At the commencement date of the lease, the Company recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Company and payments of penalties for terminating the lease, if the lease term reflects the Company exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs. In calculating the present value of lease payments, the Company uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset. Lease liability and ROU assets have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

(iii) Short-term Leases and Leases of Low-Value Assets

The Company applies the short-term lease recognition exemption to its short-term leases of machinery and equipment (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of office equipment that are considered to be low value. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

Company as a Lessor

Leases in which the Company does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. Rental income arising is accounted for on a straight-line basis over the lease terms. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

3.5 Investment In Subsidiaries And Associates

Investments in subsidiaries and associates are carried at cost less accumulated impairment losses, if any. Where an indication of impairment exists permanently, the carrying amount of the investment is assessed and written down immediately to its recoverable amount. On disposal of investments in subsidiaries and associates, the difference between net disposal proceeds and the carrying amounts are recognized in the Statement of Profit and Loss.

3.6 Inventories

Raw materials and consumables have been valued at cost after providing for obsolescence. Cost comprise of cost of purchase and other cost incurred in bringing the inventories to their present location and condition. Cost is determined on FIFO basis. Finished goods are value at cost or net realisable value whichever is lower. Cost of finished goods and work-in- progress include all costs of purchases, conversion costs and other costs incurred in bringing the inventories to their present location and condition. The net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and estimated costs necessary to make the sale.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)

3.7 Cash & Cash Equivalents

The Company's cash and cash equivalents consist of cash on hand and in banks and demand deposits with banks, which can be withdrawn at any time, without prior notice or penalty on the principal.

For the purposes of the cash flow statement, cash and cash equivalents include cash on hand, in banks and demand deposits with banks, net of outstanding bank overdrafts that are repayable on demand and are considered part of the Company's cash management system. In the balance sheet, bank overdrafts are presented under other current liabilities.

3.8 Employee Benefits

Defined Contribution Plan

Retirement benefit in the form of provident fund is a defined contribution scheme. The Company has no obligation, other than the contribution payable to the provident fund. The Company recognizes contribution payable to the provident fund scheme as expenditure, when an employee renders the related service.

Defined Benefit Plan

Gratuity is a defined benefit obligation. The Company accounts for the gratuity liability, based upon the actuarial valuation performed in accordance with the Projected Unit Credit method carried out at the year end, by an independent actuary.

Re-measurement, comprising actuarial gains and losses and the return on plan assets (excluding net interest), is reflected immediately in the balance sheet with a charge or credit recognised in other comprehensive income in the period in which they occur. Re-measurement recognised in other comprehensive income is reflected immediately in retained earnings and is not reclassified to profit or loss.

3.9 Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial Assets

Financial assets are recognised when the Company becomes a party to the contractual provisions of the instrument.

On initial recognition, a financial asset is recognised at fair value, in case of Financial assets which are recognised at fair value through profit and loss (FVTPL), its transaction cost are recognised in the statement of profit and loss. In other cases, the transaction cost are attributed to the acquisition value of the financial asset.

Financial Assets are subsequently classified as measured at

- amortised cost
- fair value through profit and loss (FVTPL)
- fair value through other comprehensive income (FVOCI).

Debt Instruments

Debt instruments are initially measured at amortised cost, fair value through other comprehensive income ('FVOCI') or fair value through profit or loss ('FVTPL') till derecognition on the basis of (i) the entity's business model for managing the financial assets and (ii) the contractual cash flow characteristics of the financial asset.

(a) Measured at Amortised Cost:

Financial assets that are held within a business model whose objective is to hold financial assets in order to collect contractual cash flows that are solely payments of principal and interest, are subsequently measured at amortised cost using the effective interest rate ('EIR') method less impairment, if any. The amortisation of EIR and loss arising from impairment, if any is recognised in the Statement of Profit and Loss.

(b) Measured at Fair Value through Other Comprehensive Income:

Financial Assets that are held within a business model whose objective is achieved by both, selling financial assets and collecting contractual cash flows that are solely payments of principal and interest, are subsequently measured at fair value through other comprehensive income. Fair value movements are recognized in the other comprehensive income (OCI). On derecognition, cumulative gain or loss previously recognised in OCI is reclassified from the equity to 'other income' in the Statement of Profit and Loss.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)

(c) Measured at Fair Value through Profit or Loss:

A financial asset not classified as either amortised cost or FVOCI, is classified as FVTPL. Such financial assets are measured at fair value with all changes in fair value, including interest income and dividend income if any, recognised as 'other income' in the Statement of Profit and Loss.

Equity Instruments:

All investments in equity instruments classified under financial assets are initially measured at fair value, the Company may, on initial recognition, irrevocably elect to measure the same either at FVOCI or FVTPL.

The Company makes such election on an instrument-by-instrument basis. Fair value changes on an equity instrument is recognised as other income in the Statement of Profit and Loss unless the Company has elected to measure such instrument at FVOCI. Fair value changes excluding dividends, on an equity instrument measured at FVOCI are recognised in OCI. Amounts recognised in OCI are not subsequently reclassified to the Statement of Profit and Loss. Dividend income on the investments in equity instruments are recognised as 'other income' in the Statement of Profit and Loss.

Derecognition

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the contractual rights to receive the cash flows from the asset.

Financial Liabilities

Initial recognition and Measurement

Financial liabilities are recognised when the Group becomes a party to the contractual provisions of the instrument. Financial liabilities are initially measured at the amortised cost unless at initial recognition, they are classified as fair value through profit and loss.

Subsequent Measurement

Financial liabilities are subsequently measured at amortised cost using the EIR method. Financial liabilities carried at fair value through profit or loss are measured at fair value with all changes in fair value recognised in the Statement of Profit and Loss.

Loans and Borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

Trade and Other Payable

These amounts represent liabilities for goods and services provided to the Company prior to the end of financial year which are unpaid. The amounts are generally unsecured. Trade and other payable are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognized initially at their fair value and subsequently measured at amortized cost using effective interest method.

Derecognition

A financial liability is derecognised when the obligation specified in the contract is discharged, cancelled or expires.

Derivative Instruments

The Company enters into foreign exchange forward contracts to manage its exposure to foreign exchange rate risks. These contracts are initially recognised at fair value and subsequently, at the end of each reporting period, re-measured at their fair values on reporting date. The resulting gain or loss is recognised in profit or loss in the same line as the movement in the hedged exchange rate.

3.10 Provision and Contingent Liabilities

Provisions are recognised when the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognised for future operating losses.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)

Contingent Liabilities are disclosed in respect of possible obligations that arise from past events but their existence will be confirmed by the occurrence or non occurrence of one or more uncertain future events not wholly within the control of the Company or where any present obligation cannot be measured in terms of future outflow of resources or where a reliable estimate of the obligation cannot be made.

3.11 Revenue Recognition

Revenue from contract with customers is recognised when the Company satisfies performance obligation by transferring promised goods and services to the customer. Performance obligations are satisfied at the point of time when the customer obtains controls of the asset.

Revenue is measured based on transaction price, which is the fair value of the consideration received or receivable, stated net of discounts, returns and taxes. Transaction price is recognised based on the price specified in the contract, net of discount.

Revenue from Services

Revenue from services is recognised in the accounting period in which the services are rendered.

Other operating Revenue - Export Incentives

"Export Incentives under various schemes are accounted in the year of export.

Interest Income

Interest income is recognized using the effective interest rate (EIR) method

Dividend Income

Dividend income on investments is recognised when the right to receive dividend is established.

3.12 Foreign Currency Translation

The Company's financial statements are presented in Indian currency, which is also the company's functional currency.

Transactions and Balances

Transactions in foreign currencies are initially recorded in functional currency spot rates at the date the transaction first qualifies for recognition.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date.

Exchange differences arising on settlement or translation of monetary items are recognised in profit or loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

3.13 Income Tax

Income tax comprises current and deferred tax. Income tax expense is recognized in the statement of profit and loss except to the extent it relates to items directly recognized in other comprehensive income.

Current Tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit before tax as reported in the statement of profit and loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Company's current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period. The Company offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realize the asset and liability simultaneously.

Deferred Tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The Company offsets deferred income tax assets and liabilities, where it has a legally enforceable right to offset current tax assets against current tax liabilities, and they relate to taxes levied by the same taxation authority on either the same taxable entity, or on different taxable entities where there is an intention to settle the current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously.

3.14 Earning Per Share

Basic earnings per share is computed by dividing the profit after tax by the weighted average number of equity shares outstanding during the year.

Diluted earnings per share is computed by dividing the profit after tax as adjusted for dividend, interest and other charges to expense or income relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares.

3.15 Borrowing Cost

Borrowing cost includes interest, amortization of ancillary costs incurred in connection with the arrangement of borrowings and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost. Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they are incurred.

3.16 Government Grants

Government grants are not recognised until there is reasonable assurance that the Company will comply with the conditions attaching to them and that the grants will be received.

Government grants are recognised in profit or loss on a systematic basis over the periods in which the Company recognises as expenses the related costs for which the grants are intended to compensate.

Government grants relating to the purchase of property, plant and equipment are included in non-current liabilities as deferred income and are credited to Profit and Loss on a straight - line basis over the expected lives of related assets and presented within other income.

3.17 Share Based Payment

Equity-settled share-based payments to employees are measured at the fair value of the equity instruments at the grant date.

The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on the Company's estimate of equity instruments that will eventually vest, with a corresponding increase in equity. At the end of each reporting period, the Company revises its estimate of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to the equity-settled employee benefits reserve.

3.18 Critical Estimates and Judgements

The preparation of financial statements requires the use of accounting estimates which by definition will seldom equal the actual results. Management also need to exercise judgement in applying the Group's accounting policies.

This note provides an overview of the areas that involved a higher degree of judgement or complexity, and items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed. Detailed information about each of these estimates and judgements is included in relevant notes together with information about the basis of calculation for each affected line item in the financial statements.

The Areas involving Critical Estimates or Judgement are:

- Estimation of Defined benefit obligation
- Estimation of current tax expenses and Payable
- Useful lives of depreciable assets
- Provision and contingent liability
- Carry value of investment in subsidiary and associates

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)

4. PROPERTY, PLANT AND EQUIPMENT

Rs. in Lakhs

Particulars	Freehold Land	Buildings	Plant and Equipment	Furniture and Fixtures	Vehicles	Office Equipment	Computer Equipment	Total
Gross Carrying Amount								
Balance as at 31st March, 2023	223.25	7,752.87	7,672.01	454.75	193.92	470.88	316.11	17,083.79
Addition			254.69	50.33	150.77	43.40	53.28	552.47
Disposal			7.12		47.32	64.59	0.48	119.51
Balance as at 31st March, 2024	223.25	7,752.87	7,919.58	505.08	297.37	449.69	368.91	17,516.75
Addition			287.06	38.08	36.98	36.15	65.66	463.93
Disposal			43.81		10.26	0.72	290.42	345.21
Balance as at 31st March, 2025	223.25	7,752.87	8,162.83	543.16	324.09	485.12	144.15	17,635.47
Accumulated Depreciation								
Balance as at 31st March, 2023	-	1,050.62	2,423.92	232.24	96.95	309.64	235.86	4,349.23
Addition		246.03	518.91	36.28	21.40	41.21	40.41	904.24
Disposal			6.54		44.95	61.22	0.45	113.16
Balance as at 31st March, 2024	-	1,296.65	2,936.29	268.52	73.40	289.63	275.82	5,140.31
Addition		245.32	497.14	38.86	36.04	41.65	51.79	910.80
Disposal			41.69		9.75	0.68	277.07	329.19
Balance as at 31st March, 2025	-	1,541.97	3,391.74	307.38	99.69	330.60	50.54	5,721.92
Net carrying amount								
Balance as at 31st March, 2024	223.25	6,456.22	4,983.29	236.56	223.97	160.06	93.09	12,376.44
Balance as at 31st March, 2025	223.25	6,210.90	4,771.09	235.78	224.40	154.52	93.61	11,913.55

a) **Title deeds of Immovable Properties not held in name of the Company**

Relevant line item in the Balance Sheet	Description of item of Property	Gross Carrying Value	Title deeds held in the Name of	Whether title deed holder is a promoter or director or Relative of Promoter Director	Property held since which date	Reason for not being held in the name of the company
PPE	Building	18.50	Pardeep Goyal	Relative of Director	12.08.2000	Due to issue in Registration

b) All immovable property is held in the name of company except mentioned above.

c) The company has not revalued its Property, Plant and Equipment during the current reporting period.

d) The company does not hold any Benami Property and does not have any proceedings initiated or pending for holding benami property under the Benami Transactions (Prohibitions) Act, 1988.

4.1 Capital Work in Progress

Balance as at 31st March, 2024	129.06
Addition	240.14
Capitalised during the year	(129.06)
Balance as at 31st March, 2025	240.14

4.1.1 Ageing of Capital Work-in-Progress ageing

	Amount in CWIP for a period of				
	Less than 1 Year	1-2 Year	2-3 Year	More than 3 Year	Total
31 March, 2025					
Projects in Process	240.14	-	-	-	240.14
31 March, 2024					
Projects in Process	129.06	-	-	-	129.06

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)

4.2 RIGHT OF USE ASSETS

	Rs. in Lakhs		
Particulars	Land	Building	Total
Gross Carrying amount			
Balance as at 31st March, 2023	532.34	740.80	1,273.14
Addition	-	-	-
Disposal/Adjustment	-	-	-
Balance as at 31st March, 2024	532.34	740.80	1,273.14
Addition	-	-	-
Disposal/Adjustment	-	-	-
Balance as at 31st March, 2025	532.34	740.80	1,273.14
Accumulated Depreciation			
Balance as at 31st March, 2023	50.55	335.17	385.72
Addition	12.64	103.83	116.47
Disposal/Adjustment	-	-	-
Balance as at 31st March, 2024	63.19	439.00	502.19
Addition	12.64	103.83	116.47
Disposal/Adjustment	-	-	-
Balance as at 31st March, 2025	75.83	542.83	618.66
Net Carrying Amount			
Balance as at 31st March, 2024	469.15	301.80	770.95
Balance as at 31st March, 2025	456.51	197.97	654.48

5. INVESTMENT PROPERTIES

Particulars	Buildings	Total
Gross Carrying Amount		
Balance as at 31st March, 2023	589.92	589.92
Addition	-	-
Disposal	-	-
Balance as at 31st March, 2024	589.92	589.92
Addition	-	-
Disposal	-	-
Balance as at 31st March, 2025	589.92	589.92
Accumulated Depreciation		
Balance as at 31st March, 2023	76.34	76.34
Addition	10.91	10.91
Disposal	-	-
Balance as at 31st March, 2024	87.25	87.25
Addition	10.91	10.91
Disposal	-	-
Balance as at 31st March, 2025	98.16	98.16
Net Carrying Amount		
Balance as at 31st March, 2024	502.67	502.67
Balance as at 31st March, 2025	491.76	491.76
Fair Value		
As at 31st March, 2024	2,855.80	2,855.80
As at 31st March, 2025	3,358.30	3,358.30

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)**Rs. in Lakhs**

5.1 Particulars	Year Ended 31st March, 2025	Year Ended 31st March, 2024
Rental income derived from investment properties	205.48	205.48
Direct operating expenses (including repairs and maintenance) generating rental income	7.38	1.67
Income arising from investment properties before depreciation	212.86	207.15
Depreciation	10.91	10.91
Income from investment properties (Net)	201.95	196.24

5.2 Maturity Analysis of Lease Payments to be received in aggregate & each of following year:

Particulars	As at 31st March, 2025	As at 31st March, 2024
Not later than one year	205.48	206.38
Later than one year and not later than five years	671.81	819.42
Later than five years	-	-

5.3 Estimation of Fair Value

The fair valuation is based on current prices in the active market for similar properties. The main inputs used are quantum, area, location, demand, restrictive entry to the complex, age of building and trend of fair market rent in village/city area.

This valuation is based on valuations performed by an accredited independent valuer. Fair valuation is based on replacement cost method. The fair value measurement is categorised in level 2 fair value hierarchy.

6. INTANGIBLE ASSETS**Rs. in Lakhs**

Particulars	Computer Software	Total
Gross Carrying Amount		
Balance as at 31st March, 2023	353.21	353.21
Addition	6.92	6.92
Disposal	-	-
Balance as at 31st March, 2024	360.13	360.13
Addition	36.55	36.55
Disposal	-	-
Balance as at 31st March, 2025	396.68	396.68
Accumulated Depreciation		
Balance as at 31st March, 2023	305.16	305.16
Addition	15.95	15.95
Disposal	-	-
Balance as at 31st March, 2024	321.11	321.11
Addition	18.50	18.50
Disposal	-	-
Balance as at 31st March, 2025	339.61	339.61
Net Carrying Amount		
Balance as at 31st March, 2024	39.02	39.02
Balance as at 31st March, 2025	57.07	57.07

- a) There are no intangible assets under development in the company during the current reporting period.
- b) The Company has not revalued its intangible Assets during the current reporting period .

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)

7. INVESTMENTS IN SUBSIDIARIES AND ASSOCIATES Rs. in Lakhs

Particulars	As at 31st March, 2025		As at 31st March, 2024	
	Shares(Nos)	Amount	Shares(Nos)	Amount
A INVESTMENTS IN SUBSIDIARIES				
i. Equity Instrument at Cost (Unquoted)				
1 Equity share of Rs.10/- each, fully paid in Bhartiya Global Marketing Ltd., India	49,99,020	499.90	49,99,020	499.90
2 Equity Shares of Rs.10/- each, fully paid in Bhartiya International Sez Ltd., India	1,20,69,230	1,206.92	1,20,69,230	1,206.92
3 Equity Shares of Rs.10/- each, fully paid in Bhartiya Fashion Retail Ltd., India	5,00,000	50.00	5,00,000	50.00
4 Equity Shares of Rs.10/- each, fully paid in Bhartiya Urban Infrastructure Ltd., India	50,000	5.00	50,000	5.00
5 Equity Shares in Ultima S.A. ,Switzerland (having par value of SFR 1,000/- each)	1,000	337.86	1,000	337.86
6 Equity Shares in World Fashion Trade Ltd., Hongkong (having par value of \$ 1/- each)	7,09,000	478.14	7,09,000	478.14
Total (A)		2,577.82		2,577.82
B INVESTMENTS IN ASSOCIATES				
i. Equity Instrument at Cost (Unquoted)				
1 Equity Shares of Rs.10/- each, fully paid in Bhartiya Urban Private Limited	3,43,93,260	3,999.60	3,43,93,260	3,999.60
2 Equity Shares of Rs.10/- each, fully paid in Tada Mega Leather Cluster Pvt. Ltd.	5,000	0.50	5,000	0.50
Total (B)		4,000.10		4,000.10
Total (A+B)		6,577.92		6,577.92
Aggregate amount of unquoted Investments before impairment		6,577.92		6,577.92
Less: Provision for diminution in value of investment		1.83		1.83
Aggregate amount of unquoted Investments after impairment		6,576.09		6,576.09

8. NON-CURRENT INVESTMENTS

Particulars	As at 31st March, 2025		As at 31st March, 2024	
	Units(No.)	Amount	Units(No.)	Amount
A Investments in Mutual Funds (Unquoted)				
At Fair Value through Profit and loss				
i) Reliance ETF Liquid BeES	-	-	1.222	0.01
TOTAL		-		0.01
Aggregate amount of unquoted Investments		-		0.01
Aggregate amount of impairment in Value of unquoted Investments		-		-

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)**9. OTHER NON CURRENT FINANCIAL ASSETS****Rs. in Lakhs**

Particulars	As at 31st March, 2025	As at 31st March, 2024
(Unsecured & Considered Good)		
(a) Security and Other Deposits	225.54	222.39
(b) Fixed deposit maturity more than 12 months (Lien with bank against various facilities)	665.62	1,789.09
TOTAL	<u>891.16</u>	<u>2,011.48</u>

10. OTHER NON CURRENT ASSETS

(a) Capital Advances	22.88	22.88
(b) Security Deposits With Govt. Authorities	22.15	25.00
(c) Prepayment Lease Rent	4.68	4.71
TOTAL	<u>49.71</u>	<u>52.59</u>

11. INVENTORIES

(a) Raw Materials	45,406.77	39,328.14
(b) Raw Materials -In transit	315.45	190.60
(c) Work-in-Progress	1,466.77	1,291.04
(d) Finished Goods	9,985.31	11,151.06
(e) Consumable Store	3,279.33	3,798.60
TOTAL	<u>60,453.63</u>	<u>55,759.44</u>

12. CURRENT INVESTMENTS

Particulars	As at 31st March, 2025		As at 31st March, 2024	
	Shares (No)	Amount	Shares (No)	Amount
a) Investment In Equity Instrument (Unquoted)				
At Fair Value through Profit and Loss				
i) Sai Rayalaseema Paper Mills Ltd.	31,792	-	31,792	-
Total		-		-
Aggregate amount of unquoted Investments		-		-

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)**13. TRADE RECEIVABLES****Rs. in Lakhs**

Particulars	As at 31st March, 2025	As at 31st March, 2024
<i>(Unsecured, considered good)</i>		
(a) Trade Receivable	11,956.40	8,536.18
(b) Receivable from related parties (refer no. 54)	2,016.77	1,917.73
Allowance for expected credit loss	(135.68)	(135.68)
TOTAL	<u>13,837.49</u>	<u>10,318.23</u>

Trade receivable ageing schedule for the year ended as on 31st March, 2025

Particulars	Outstanding for following periods from due date of payment						Total
	Not due	Less than 6 Months	6 Months - 1 Year	1-2 Years	2-3 Years	More than 3 Years	
Undisputed -Trade Receivable Considered Good	8,461.62	4,334.35	367.78	138.51	177.06	38.66	13,517.98
Undisputed -Trade Receivable - Credit Impaired						455.19	455.19
Total	8,461.62	4,334.35	367.78	138.51	177.06	493.85	13,973.17

Trade receivable ageing schedule for the year ended as on 31st March, 2024

Particulars	Outstanding for following periods from due date of payment						Total
	Not due	Less than 6 Months	6 Months - 1 Year	1-2 Years	2-3 Years	More than 3 Years	
Undisputed -Trade Receivable Considered Good	5,779.77	4,026.65	75.96	111.00	5.34	-	9,998.72
Undisputed -Trade Receivable - Credit Impaired						455.19	455.19
Total	5,779.77	4,026.65	75.96	111.00	5.34	455.19	10,453.91

14. CASH AND CASH EQUIVALENT

a) Balances with Banks		
In current accounts	219.67	534.28
b) Cash on Hand	5.54	18.05
TOTAL	<u>225.21</u>	<u>552.33</u>

15. BANK BALANCES OTHER THAN CASH & CASH EQUIVALENTS

a) Fixed Deposit with the bank	6,473.45	4,444.48
b) Unpaid dividend accounts	1.75	3.20
TOTAL	<u>6,475.20</u>	<u>4,447.68</u>

15.1 Fixed deposits of Rs. 6473.45 Lacs (previous year Rs 4444.48 Lacs) are pledged with the banks for various limits and facilities granted.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)**16. CURRENT LOAN****Rs. in Lakhs**

Particulars	As at 31st March, 2025	As at 31st March, 2024
<i>(Unsecured & Considered Good)</i>		
(a) Loans / Advances to Related Parties	558.17	886.64
<i>(refer note no. 54)</i>		
(b) Loan to Employee	93.89	116.33
TOTAL	<u>652.06</u>	<u>1,002.97</u>

17. OTHER CURRENT FINANCIAL ASSETS

a) Export incentive receivable	865.83	857.88
b) GST Receivable	2,060.23	1,746.82
c) Security and Other Deposits	23.41	27.24
TOTAL	<u>2,949.47</u>	<u>2,631.94</u>

18. OTHER CURRENT ASSETS

a) Advances with suppliers	2,269.81	1,905.74
b) Prepaid Expenses	304.28	407.58
c) Other Advances	-	0.04
d) Prepayment lease rent	0.03	0.02
TOTAL	<u>2,574.12</u>	<u>2,313.38</u>

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)**19. SHARE CAPITAL****Rs. in Lakhs**

Particulars	As at	As at
	31st March, 2025	31st March, 2024
Authorised Share Capital		
a) 20,000,000 (31st March, 2024: 20,000,000) Equity Shares of Rs. 10/- each	2,000.00	2,000.00
b) 500,000 (31st March, 2024: 500,000) Preference Shares of Rs. 100/- each	500.00	500.00
	<u>2,500.00</u>	<u>2,500.00</u>
Issued, Subscribed & Paid Up :		
a) 1,29,84,411 (31st March, 2024: 1,22,09,411) Equity Shares of Rs.10/- each fully paid Up.	1,298.44	1,220.94
TOTAL	<u>1,298.44</u>	<u>1,220.94</u>

19.1 Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting year:

Particulars	As at 31st March, 2025		As at 31st March, 2024	
	No. of Shares	Amount	No. of Shares	Amount
Shares outstanding at the beginning of the year	1,22,09,411	1,220.94	1,22,07,129	1,220.71
Shares Issued during the year	7,75,000	77.50	2,282	0.23
Shares outstanding at the end of the year	<u>1,29,84,411</u>	<u>1,298.44</u>	<u>1,22,09,411</u>	<u>1,220.94</u>

19.2 The details of Shareholders holding more than 5% shares

Name of the Shareholders	As at 31st March, 2025		As at 31st March, 2024	
	No. of Shares	% of Holding	No. of Shares	% of Holding
(a) Snehdeep Aggarwal	11,43,362	8.81	11,43,362	9.36
(b) Bhartiya Infotech Pvt. Ltd.	10,10,000	7.78	10,10,000	8.27
(c) Bhartiya Global Ventures Pvt. Ltd.	30,47,100	23.47	30,47,100	24.96
(e) Bhartiya Advisory Services Pvt. Ltd.	6,81,913	5.25	6,81,913	5.59
(f) TIMF Holdings	7,06,474	5.44	7,06,474	5.79
(g) Chartered Finance & Leasing Ltd.	7,90,500	6.09	7,90,500	6.47
(h) Urbanac Projects Pvt. Ltd.	7,75,000	5.97	-	-

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)**Rs. in Lakhs**

- 19.3 Aggregate number of share issued for consideration other than cash during the period of five years immediately preceding the reporting date, wherever applicable is given below:

Particulars	31st March, 2025	31st March, 2024	31st March, 2023	31st March, 2022	31st March, 2021
Shares issued during the period of five Years immediately preceding through reporting date on exercise of option granted under the Employee Stock Option Plan (ESOP) wherein part consideration was received in form of employee services.	-	2,282	-	4,760	500

- 19.4 Share held by promoter at 31st March, 2025

Promoter Name	No. of Shares at Beginning of the year	% of Total Shares	No. of Shares at the end of the year	% of Total Shares	% Change during the year
Snehdeep Aggarwal	11,43,362	9.36%	11,43,362	8.81%	-0.56%
Ramesh Bhatia	3,40,250	2.79%	3,40,250	2.62%	-0.17%

Promoters Group

Arjun Aggarwal	4,96,150	4.06%	4,96,150	3.82%	-0.24%
Kanwal Aggarwal	1,90,374	1.56%	1,90,374	1.47%	-0.09%
Snehdeep Aggarwal HUF	50,000	0.41%	50,000	0.39%	-0.02%
Parushni Aggarwal	7,500	0.06%	7,500	0.06%	0.00%
Pawan Aggarwal	5,000	0.04%	5,000	0.04%	0.00%
Bhartiya Global Ventures Pvt. Ltd.	30,47,100	24.96%	30,47,100	23.47%	-1.49%
Bhartiya Infotech Pvt. Ltd.	10,10,000	8.27%	10,10,000	7.78%	-0.49%
Bhartiya Advisory Services Pvt. Ltd.	6,81,913	5.59%	6,81,913	5.25%	-0.33%
R.L Bhatia Associates Pvt. Ltd.	30,000	0.25%	30,000	0.23%	-0.01%
Urbanac Projects Pvt. Ltd.	7,75,000	6.35%	7,75,000	5.97%	-0.38%

- 19.5 The Company has only one class of equity shares having a par values of Rs.10/- per share. Each holder of equity share is entitled to one vote per share. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company in proportion of the number of equity share held by the shareholders.
- 19.6 During the year, the company has allotted 775000 Equity share of Rs.10/- each fully paid by way of conversation of Preferential share warrant issued to promoter's group company.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)

20. OTHER EQUITY

Particulars	Preferential share Warrant Pending for share allotment	Employee Stock Options Outstanding	Reserves and Surplus				Total
			Preferential share Warrant Forfeited	Securities Premium	General Reserve	Retained Earnings	
Balance as at 31st March, 2023	-	89.43	925.75	7,859.24	3,517.36	18,305.49	24.68 30,721.95
Profit for the year	-	-	-	-	-	1,758.60	- 1,758.60
Other Comprehensive Income for the year	-	-	-	-	-	-	7.36 7.36
Transfer from ESOP	-	(89.43)	-	10.75	79.59	-	- 0.91
Money Received During the Year	-	-	-	-	-	-	- -
Balance as at 31st March, 2024	-	-	925.75	7,869.99	3,596.95	20,064.09	32.04 32,488.82
Profit for the year	-	-	-	-	-	2,115.23	- 2,115.23
Other comprehensive income for the year	-	-	-	-	-	-	(21.50) (21.50)
Transfer to Security premium on issue of share	-	-	-	3,255.00	-	-	- 3,255.00
Issue of share warrant during the year	457.96	-	-	-	-	-	- 457.96
Balance as at 31 March, 2025	457.96	-	925.75	11,124.99	3,596.95	22,179.32	10.54 38,295.51

20.1 Component of other Equity

Securities Premium	Represents amount received in excess of face value on issue of equity shares which may be utilised for purposes specified u/s 52(2) of the Companies Act, 2013.
General Reserve	Represents accumulated profits set apart by way of transfer from current year profits or/and retained earnings for "other than specified purposes".

20.2 Share Warrant money

Upon receipts of shareholders' approval at the EGM held on 3rd June 2024, the Company has allotted 1201000 warrants of Rs. 430/- each to Urbanac Projects Private Limited (promoter group company) on 14th June 2024. Out of the said allotment 775000 warrants have been duly converted into equity shares of Rs. 10/- at a premium of Rs. 420 and the same has been credited to the paid-up share capital on 19th March 2025. The balance 426000 warrants remain outstanding with the application money of Rs. 107.50/- each warrant and are liable to be converted in accordance with the terms and conditions of the original issuance.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)

21. NON-CURRENT BORROWINGS

Rs. in Lakhs

Particulars	As at 31st March, 2025	As at 31st March, 2024
Secured		
- Term Loans from Banks	6,396.59	8,679.32
- Vehicle Loans from Banks	131.70	131.02
TOTAL	6,528.29	8,810.34

Above total is net of instalments falling due within a year in respect of all the above Loans aggregating of Rs. 5050.12 lakhs (31st March, 2024 Rs. 4696.42 Lakhs) that have been grouped under "Current Borrowing". (Refer note no. 26).

Nature of security and terms of repayment for long term secured borrowings:

Nature of Security	Terms of Repayment
21.1 Term Loans from HDFC Bank, balance outstanding amounting to Rs 640.62 Lacs (March 31, 2024 Rs. 750.00 lacs) is secured by second charge on all existing securities given to HDFC Bank.	The Loan is repayable in 48 Monthly Installment starting from Aug 2024. Last installment due in July 2028. Rate of interest 9.25 % p.a. as at year end.
21.2 Term Loans from HDFC Bank, balance outstanding amounting to Rs. 912.02 lacs (March 31, 2024 is Rs.1146.62 lacs) is secured by First Charge on the commercial property situated at Institutional Plot No 38, Sector 44, Gurgaon and personal guarantee of one of the Director.	Repayable in 40 Quarterly Installment starting from Oct, 2018. Last installment due in Aug 2028. Rate of Interest 10.35 % p.a. as at year end.
21.3 Term Loans from INDUSIND Bank, balance outstanding amounting to Rs 1550.00 lacs (March 31, 2024 is Rs. 2630.00 lacs) is secured by Equitable Mortgage of 9 acres 81 cents land situated in Tamil Nadu. Personal Guarantee of one Director.	The Loan is repayable in 23 Quarterly Installment starting from Sep 2020. Last installment due in Mar 2026. Rate of interest 11.00 % p.a. as at year end.
21.4 Term Loans from SBI Bank, balance outstanding amounting to Rs 105.00 lacs (March 31, 2024 is Rs. 245.00 lacs) . secured by second charge on all existing securities given to SBI.	The Loan is repayable in 48 Monthly Installment starting from Feb 2022. Last installment due in Jan 2026. Rate of interest 9.25 % p.a. as at year end.
21.5 Term Loans from SBM Bank, balance outstanding amounting to Rs 204.72 lacs (March 31, 2024 is Rs. 450.47 lacs) is secured by second charge on all existing securities given to SBM Bank.	The Loan is repayable in 48 Monthly Installment starting from Feb 2022. Last installment due in Jan 2026. Rate of interest 9.25 % p.a. as at year end.
21.6 Term Loans from HDFC Bank, balance outstanding amounting to Rs 468.75 lacs (March 31, 2024 is Rs. 1218.75 lacs). Secured by second charge on all existing securities given to HDFC Bank.	The Loan is repayable in 48 Monthly Installment starting from Jul 2022. Last installment due in Jun 2026. Rate of interest 9.25 % p.a. as at year end.
21.7 Term Loans from INDUSIND Bank, balance outstanding amounting to Rs 482.08 lacs (March 31, 2024 is Rs. 927.08 lacs). secured by second charge on all existing securities given to Indusind Bank.	The Loan is repayable in 48 Monthly Installment starting from May 2022. Last installment due in Apr 2026. Rate of interest 9.25 % p.a. as at year end.
21.8 Term Loans from SBI Bank, balance outstanding amounting to Rs 893.75 lacs (March 31, 2024 is Rs. 1218.75 lacs) . Secured by second charge on all existing securities given to SBI.	The Loan is repayable in 48 Monthly Installment starting from Feb 2024. Last installment due in Jan 2028. Rate of interest 9.25 % p.a. as at year end.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)

Nature of security and terms of repayment for long term secured borrowings:

Nature of Security	Terms of Repayment
21.9 Term Loans from Union Bank, balance outstanding amounting to Rs 170.84 lacs (March 31, 2024 is Rs. 319.13 lacs) . Secured by second charge on all existing securities given to Union Bank of India.	The Loan is repayable in 48 Monthly Installment starting from March 2022. Last installment due in Feb 2026. Rate of interest 9.25 % p.a. as at year end.
21.10 Term Loans from Union Bank, balance outstanding amounting to Rs 2365.13 lacs (March 31, 2024 is Rs. 3199.85 lacs) . Secured by second charge on all existing securities given to Union Bank of India.	The Loan is repayable in 48 Monthly Installment starting from Feb 2024. Last installment due in Jan 2028. Rate of interest 9.25 % p.a. as at year end.
21.11 Term Loans from HDFC Bank, balance outstanding amounting to Rs 228.74 lacs (March 31, 2024 is Rs. 285.93 lacs). is secured by exclusive Charge on the commercial property situated at Institutional Plot No 38, Sector 44, Gurgaon and personal guarantee of one of the Director	The Loan is repayable in 20 Quarterly Installment starting from June 2024. Last installment due in March 2029. Rate of interest 9.75 % p.a. as at year end.
21.12 Term Loans from HDFC Bank, balance outstanding amounting to Rs 146.61 lacs (March 31, 2024 is Rs. 183.27 lacs). is secured by exclusive Charge on the commercial property situated at Institutional Plot No 38, Sector 44, Gurgaon and personal guarantee of one of the Director	The Loan is repayable in 20 Quarterly Installment starting from June 2024. Last installment due in March 2029. Rate of interest 10.35 % p.a. as at year end.
21.13 Term Loans from HDFC Bank, balance outstanding amounting to Rs 944.64 lacs (March 31, 2024 is Rs. 1180.80 lacs). is secured by exclusive Charge on the commercial property situated at Institutional Plot No 38, Sector 44, Gurgaon and personal guarantee of one of the Director	The Loan is repayable in 20 Quarterly Installment starting from June 2024. Last installment due in March 2029. Rate of interest 10.35 % p.a. as at year end.
21.14 Term Loans from Indusind Bank, balance outstanding amounting to Rs 1734.38 lacs (March 31, 2024 is Rs. Nil lacs). is secured by Equitable Mortgage of 9 acres 81 cents land situated in Tamil Nadu. Personal Guarantee of one Director.	The Loan is repayable in 40 Quarterly Installment starting from September 2024. Last installment due in June 2028. Rate of interest 10.25 % p.a. as at year end.
21.15 Term Loans from Indusind Bank, balance outstanding amounting to Rs 593.75 lacs (March 31, 2024 is Rs. Nil lacs) is secured by Equitable Mortgage of 9 acres 81 cents land situated in Tamil Nadu. Personal Guarantee of one Director.	The Loan is repayable in 40 Quarterly Installment starting from December 2024. Last installment due in June 2028. Rate of interest 10.25 % p.a. as at year end.
21.16 Vehicle Loans are secured by way of hypothecation of vehicles financed by the Bank.	

22. OTHER NON CURRENT FINANCIAL LIABILITIES

Rs. in Lakhs

Particulars	As at 31st March, 2025	As at 31st March, 2024
(a) Security Deposit with related parties	118.65	108.86
TOTAL	118.65	108.86

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)**23. NON-CURRENT PROVISION****Rs. in Lakhs**

Particulars	As at 31st March, 2025	As at 31st March, 2024
(a) Provision for Employees benefit	69.70	41.52
TOTAL	<u>69.70</u>	<u>41.52</u>

24. OTHER NON-CURRENT LIABILITY

(a) Government Grant	39.24	43.69
(b) Advance Lease Rent	31.83	42.63
TOTAL	<u>71.07</u>	<u>86.32</u>

25. DEFERRED TAX LIABILITY/ (ASSETS)**Deferred Tax Liabilities**

a) Related to Fixed Assets	1,007.30	971.15
b) Related to IND AS Adjustment	(4.75)	2.48

Deferred Tax Assets

a) Related to Provision doubtful debts	(34.15)	(34.15)
b) Related to IND AS adjustment	(174.12)	(95.32)

TOTAL	<u>794.28</u>	<u>844.16</u>
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26. CURRENT BORROWING**Secured**

- Working Capital Loans From Banks	34,265.64	34,879.78
- Current Maturities of long term Debt	5,050.12	4,696.42
TOTAL	<u>39,315.76</u>	<u>39,576.20</u>

26.1 Working Capital facilities are secured against hypothecation of stocks of raw - materials, stock in process, finished goods, Other Current assets , specified immovable property, movable fixed assets, lien on fixed deposits, exports bills and personal guarantee of Director.

27. TRADE PAYABLE

(a) Acceptances	4,902.66	4,433.27
(b) Payable to others than Micro and small Enterprises	10,931.68	8,274.76
(c) Payable to Related Parties	1,480.14	970.02
(refer note no 54)		
(d) Payable to Micro and Small Enterprises	1,185.45	360.17
TOTAL	<u>18,499.93</u>	<u>14,038.22</u>

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)

Due to Micro and Small Enterprises

The Company has certain dues to suppliers registered under Micro, Small and Medium Enterprises Development Act, 2006 ('MSMED Act'). The disclosures pursuant to the said MSMED Act are as follows:

Particulars	As at 31st March, 2025	As at 31st March, 2024
a) The principal amount remaining unpaid to any supplier at the end of the year	1,185.45	360.17
b) Interest due remaining unpaid to any supplier at the end of the year	-	-
c) The amount of interest paid by the buyer in terms of section 16 of the MSMED Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during the year	-	-
d) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act, 2006	-	-
e) The amount of interest accrued and remaining unpaid at the end of each accounting year	73.04	47.31
f) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprises, for the purpose of disallowance of a deductible expenditure under section 23 of the MSMED Act, 2006	-	-

Disclosure of payable to vendors as defined under the "Micro, Small and Medium Enterprise Development Act, 2006" is based on the information available with the Company regarding the status of registration of such vendors under the said Act, as per the intimation received from them on requests made by the Company.

Trade Payable ageing Schedule for the year ended as on 31st March, 2025

Particulars	Outstanding for following period from due date of payment				
	Less than 1 Years	1-2 Years	2-3 Years	More than 3 Years	Total
Dues to MSME	1,185.45			-	1,185.45
Others	16,614.98	385.11	-	314.39	17,314.48
Total Trade Payable	17,800.43	385.11	-	314.39	18,499.93

Trade Payable ageing Schedule for the year ended as on 31st March, 2024

Particulars	Outstanding for following period from due date of payment				
	Less than 1 Years	1-2 Years	2-3 Years	More than 3 Years	Total
Dues to MSME	360.17				360.17
Others	13,231.23			446.82	13,678.05
Total Trade Payable	13,591.40	-	-	446.82	14,038.22

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)**28. OTHER CURRENT FINANCIAL LIABILITIES****Rs. in Lakhs**

Particulars	As at 31st March, 2025	As at 31st March, 2024
(a) Interest Accrued	122.06	120.94
(b) Unpaid Dividend	1.75	3.20
(c) Due to Employee	416.94	346.36
(d) Expenses Payable	287.98	172.90
(e) Statutory Dues Payable	282.05	171.16
(f) Other Payable	-	3.19
(g) Derivatives-Foreign Exchange Forward Contract	652.58	395.54
TOTAL	<u>1,763.36</u>	<u>1,213.29</u>

29. PROVISIONS

(a) Provision for Employees Benefits	143.84	142.14
TOTAL	<u>143.84</u>	<u>142.14</u>

30. OTHER CURRENT LIABILITIES

(a) Advance from Customer	312.47	359.61
(b) Advance Lease Rent	10.80	9.80
TOTAL	<u>323.27</u>	<u>369.41</u>

31. REVENUE FROM OPERATIONS

Particulars	Year Ended 31st March, 2025	Year Ended 31st March, 2024
Sales of Products		
(a) Manufactured Goods	79,012.09	63,654.58
(b) Stock-in-trade	3,645.66	23.79
Other Operating Revenues		
(a) Export Incentives	2,941.98	2,025.13
(b) Foreign Exchange Gain	56.85	391.16
TOTAL	<u>85,656.58</u>	<u>66,094.66</u>

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)**Rs. in Lakhs**

Particulars	Year Ended 31st March, 2025	Year Ended 31st March, 2024
31.1 Reconciliation of Revenue recognised in Statement of Profit and Loss with contracted price		
Revenue as per contracted price	82,703.57	63,741.76
Less: Discount, rebates etc.	45.82	63.39
Total Revenue from Contract with Customers	<u>82,657.75</u>	<u>63,678.37</u>
31.2 Revenue by Location of Customers		
India	5,861.33	4,422.05
Outside India	76,796.42	59,256.32
Total Revenue from Contract with Customers	<u>82,657.75</u>	<u>63,678.37</u>
31.2 The total revenue received from the customer having shared of 10% or more of the total revenue declared for the year is Rs. 46569.46 lacs.		
32. OTHER INCOME		
- Rental Income	251.78	250.11
- Other Income	144.99	15.51
TOTAL	<u>396.77</u>	<u>265.62</u>
33. COST OF MATERIALS CONSUMED		
Opening Stock	43,317.35	40,823.19
Add : Purchases	<u>49,622.94</u>	<u>39,408.88</u>
	92,940.29	80,232.07
Less : Closing Stock	49,001.55	43,317.35
MATERIALS CONSUMED	<u>43,938.74</u>	<u>36,914.72</u>
34. CHANGE IN INVENTORIES OF FINISHED GOODS AND WORK IN PROGRESS		
(a) Opening Inventories		
-Finished Goods	11,151.05	8,971.18
-Work in progress	1,291.04	735.61
(b) Closing Inventories		
-Finished Goods	9,985.31	11,151.05
-Work in progress	1,466.77	1,291.04
Decrease/(Increase)	<u>990.01</u>	<u>(2,735.30)</u>

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)

35. EMPLOYEE BENEFIT EXPENSES

Rs. in Lakhs

Particulars	Year Ended 31st March, 2025	Year Ended 31st March, 2024
(a) Salary & Allowances	4,900.26	4,235.20
(b) Contribution to Provident & Other fund	300.58	258.36
(c) Staff Welfare Expenses	351.79	262.89
TOTAL	<u>5,552.63</u>	<u>4,756.45</u>

36. FINANCE COST

(a) Interest Expense- Net	3,967.95	3,582.24
(b) Borrowing Cost	281.93	250.12
(c) Interest on Lease Liability	30.16	39.13
(d) Exchange difference regarded as an Adjustment to Borrowing Cost	72.66	58.31
TOTAL	<u>4,352.70</u>	<u>3,929.80</u>

37. DEPRECIATION AND AMORTISATION

(a) Depreciation on Property Plant and Equipment	910.80	904.24
(b) Amortisation on Intangible Assets	18.50	15.95
(c) Depreciation on Investment Property	10.91	10.91
(d) Amortisation on Right of Use Assets	116.47	116.47
TOTAL	<u>1,056.68</u>	<u>1,047.57</u>

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)**38. OTHER EXPENSES****Rs. in Lakhs**

Particulars	Year Ended 31st March, 2025	Year Ended 31st March, 2024
(I) Manufacturing Expenses		
(a) Fabrication Charges	13,969.07	12,092.56
(b) Other Manufacturing Expenses	628.85	388.21
(c) Freight & Cartage	95.68	71.43
(II) Selling & Administrative Expenses		
(a) Legal And Professional Charges	1,122.83	1,276.34
(b) Power & Fuel	294.64	284.16
(c) Bank Charges	1,050.02	962.90
(d) Repair & Maintenance		
- Building	72.03	56.72
- Plant & Machinery	233.93	199.23
- Others	785.63	617.90
(e) Communication	71.41	65.77
(f) Rates Taxes & Duties	21.71	68.30
(g) Insurance	258.60	272.76
(h) Rent	156.42	137.68
(i) Travelling & Conveyance	1,119.71	1,089.48
(j) Freight on Exports	1,644.18	714.72
(k) Commission, Brokerage & Discount	944.80	788.66
(l) Loss/(Profit) on Sale /Discard of Property, Plant & Equipment	12.87	(1.50)
(m) Misc. Expenses	491.68	350.08
(n) Expenditure towards CSR Activities	36.14	27.08
(o) Directors Meeting Fees	9.22	7.50
(p) Packing Expenses	335.49	205.98
(q) Bad Debts	206.72	369.60
TOTAL	<u>23,561.63</u>	<u>20,045.56</u>

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)

39. TAX EXPENSES

Rs. in Lakhs

Particulars	Year Ended 31st March, 2025	Year Ended 31st March, 2024
I) Current Tax		
Current Tax on taxable income for the year	925.54	583.82
II) Deferred Tax		
Relating to origination and reversal of temporary differences	(42.65)	45.63
Income tax expenses reported in statement of profit and loss	<u>882.89</u>	<u>629.45</u>
Effective Income Tax Rate	29.45%	26.36%

- 39.1 A reconciliation of the income tax expenses to the amount computed by applying the statutory income tax rate to the profit before income taxes is summarized below:

Accounting profit before tax	2,998.12	2,388.05
Statutory income tax rate (%)	25.17	25.17
Computed tax expenses	754.57	601.02
Tax in respect of earlier years	116.03	33.25
Deduction under section 24 of income tax act	(15.51)	(11.64)
Non-Deductible expenses for tax purpose	27.80	6.82
Income tax charge to statement of profit and loss account	<u>882.89</u>	<u>629.45</u>

40. CONTINGENT LIABILITIES

Particulars	As at 31st March, 2025	As at 31st March, 2024
i) Letter of Credit / Import Bills outstanding -	2,445.18	4,357.05
ii) Bill Discounting	827.66	757.59
iii) Standby Letter of credit (SBLC) issued by company bankers in favour of the bankers of its subsidiaries		
- Ultima S A	6,285.37	6,133.80
iv) Corporate Guarantee given by the company to a bank against facilities granted by that bank to its wholly owned subsidiaries Ultima SA	138.38	135.05
v) Karnataka Vat Demand Under dispute	-	56.60
vi) GST Demand Under dispute	186.50	81.07
vii) Income tax Demand under dispute	301.81	87.19

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)

41. CAPITAL AND OTHER COMMITMENTS

Rs. in Lakhs

Particulars	As at 31st March, 2025	As at 31st March, 2024
i) Commitments under import of goods & capital goods at concessional rate of custom duty.	2,353.62	3,379.00
ii) Estimated Value of contract remaining to be executed on capital account	13.80	19.24

42. EMPLOYEE BENEFITS PLANS

The details of various employee benefits provided to employees are as under:

a) Defined Contribution Plans

Particulars	For the Year Ended 31st March, 2025	For the Year Ended 31st March, 2024
Detail of amount recognised as expense for defined contribution plans is given below:		
a) Provident Fund*	248.34	225.74
b) Employees State Insurance Corporation	6.78	8.19

b) Defined Benefit Plans

The Defined benefit plan of the Company includes entitlement of gratuity for each year of service until the retirement age.

i) The principal assumptions used for the purposes of the actuarial valuations were as follows:

Principal Assumptions	Gratuity	
	As at 31st March, 2025	As at 31st March, 2024
Expected return on plan assets	6.60%	6.95%
Discount rate	6.60%	6.95%
Salary increase rate	5.00%	5.00%
Employee turnover	5.00%	5.00%
In service mortality	IALM (2012-14)	IALM (2012-14)

ii) Amounts recognised in statement of profit and loss in respect of these defined benefit plans are as follows:

Particulars	Gratuity	
	For the Year Ended 31st March, 2025	For the Year Ended 31st March, 2024
Current Service Cost	77.95	65.03
Net Interest Expenses	1.44	0.60
Past Service Cost	-	-
Components of defined benefit costs recognised in profit or Loss	79.39	65.63
Re-measurement on the Net Defined Benefit liability:		
Actuarial (gains)/ losses on obligation for the year	42.38	28.48
Return On Plan Assets	(13.65)	(38.32)
Net (Income)/Expenses for the year ended recognized in OCI	28.73	(9.84)

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)**Rs. in Lakhs****iii) The amount included in the Balance Sheet arising from the entity's obligation in respect of its Defined Benefit Obligation**

Particulars	Gratuity	
	As at 31st March, 2025	As at 31st March, 2024
Present Value of Defined Benefit Obligation	647.63	571.97
Fair Value of Plan Asset	(577.93)	(530.45)
Net Liability arising from Defined Benefit Obligation	<u>69.70</u>	<u>41.52</u>

iv) Movements in the present value of the defined benefit obligation are as follows:

Particulars	Gratuity	
	For the Year Ended 31st March, 2025	For the Year Ended 31st March, 2024
Opening Defined Obligation	571.97	479.14
Interest Cost	35.26	30.21
Current Service Cost	77.95	65.03
Past Service Cost		-
Benefits Paid Directly by the Employer	(79.94)	(30.89)
Actuarial (gains)/ Losses	42.38	28.48
Closing Defined Benefit Obligation	<u>647.62</u>	<u>571.97</u>

v) Movements in the Fair Value of the Plan Assets are as follows:

Opening fair Value of Plan assets *	530.45	462.52
Interest Income	33.82	29.61
Contribution by the Employer	-	-
Return On Plan Assets Excluding Interest Income	13.65	38.32
Closing fair Value of Plan assets	<u>577.92</u>	<u>530.45</u>

*** Fund Managed by the approved Insurance Company Kotak Life Insurance**

Investment With Insurer	100.00%	100.00%
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NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)**Rs. in Lakhs****Sensitivity Analysis**

A quantitative sensitivity analysis for significant assumptions as at 31st March, 2025 is as follows:

Particulars	Increase Effect	Decrease Effect
Effect of Increase/decrease in discount rate by 0.50% on Defined benefit obligations	628.31	668.15
Effect of Increase/decrease in salary escalation by 0.50% on Defined benefit obligations	668.37	627.94

A quantitative sensitivity analysis for significant assumptions as at 31st March, 2024 is as follows:

Particulars	Increase Effect	Decrease Effect
Effect of Increase/decrease in discount rate by 0.50% on Defined benefit obligations	555.62	589.31
Effect of Increase/decrease in salary escalation by 0.50% on Defined benefit obligations	589.56	555.25

The sensitivity analysis above has been determined on the basis of actuarial certificate.

43. EARNING PER SHARE

Particulars	Year Ended 31st March, 2025	Year Ended 31st March, 2024
Profit/(loss) for the year	2,115.23	1,758.60
No. of share at the beginning of the year (A)	1,22,09,411	1,22,07,129
Equity allotted during the year	7,75,000	2,282
Weighted average shares (B)	27,603	1,334
Weighted average shares outstanding (nos.) (A+B)	1,22,37,014	1,22,08,463
Effect of diluted number of share		
Add:- Convertible preferential share warrant	2,91,091	-
Weighted average number of equity share for diluted earning per share	1,25,28,105	1,22,08,463
Basic earning per share	17.29	14.40
Diluted earning per share	16.88	14.40

44. EXPORT PROMOTION CAPITAL GOODS (EPCG)

Export Promotion Capital Goods (EPCG) scheme allows import of certain capital goods at concessional duty subject to an export obligation for the duty saved on capital goods imported under EPCG scheme. The duty saved on capital goods imported under EPCG scheme being Government Grant, is accounted as stated in the Accounting policy on Government Grant.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)

Rs. in Lakhs

45. EMPLOYEE STOCK OPTION PLAN

The Company instituted an Employees Stock Option Plan ('ESOP 2013') pursuant to the Nomination and Remuneration Committee (Earlier Compensation Committee) and Shareholders' resolution dated September 23, 2013. As per ESOP 2013, the Company had granted the below stock options:

On 28th January, 2014 – 50,000 stock options.

On 16th September, 2015 – 1,55,800 stock options

On 31st December, 2015 – 8,850 stock options

On 3rd February, 2018 – 30,000 stock options

On 5th April, 2018 – 30,000 stock options

These options comprises equal number of equity shares to be allotted in one or more tranches to the eligible employees of the Company and its subsidiaries.

The details of the ESOPs granted so far are provided below:

Grant Date	April 5, 2018			
Vesting tranche	Vesting I	Vesting II	Vesting III	Vesting IV
Vesting date	April 05, 2019	April 05, 2020	April 05, 2021	April 05, 2022
%age of vesting	16.67	16.67	16.66	50.00
Exercise Price (in Rs.)	330.00	330.00	330.00	330.00

Grant Date	February 03, 2018			
Vesting tranche	Vesting I	Vesting II	Vesting III	Vesting IV
Vesting date	February 03, 2019	February 03, 2020	February 03, 2021	February 03, 2022
%age of vesting	10.00	20.00	30.00	40.00
Exercise Price (in Rs.)	450.00	450.00	450.00	450.00

Grant Date	December 31, 2015			
Vesting tranche	Vesting I	Vesting II	Vesting III	
Vesting date	December 31, 2016	December 31, 2017	December 31, 2018	
%age of vesting	33.00	33.00	34.00	
Exercise Price (in Rs.)	50.00	50.00	50.00	

Grant Date	September 16, 2015			
Vesting tranche	Vesting I	Vesting II	Vesting III	
Vesting date	September 16, 2016	September 16, 2017	September 16, 2018	
%age of vesting	33.00	33.00	34.00	
Exercise Price (in Rs.)	50.00	50.00	50.00	

Grant Date	January 28, 2014			
Vesting tranche	Vesting I	Vesting II	Vesting III	
Vesting date	1st February, 2015	1st March, 2015		
%age of vesting	50	50		
Exercise Price (in Rs.)	156	156		

The Company uses the fair value for determination of the employee stock compensation expense.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)**Rs. in Lakhs**

The activity in the Employees Stock Option Plan during the year ended 31st March, 2025 is as under:

Particulars	Year Ended 31st March, 2025	Year Ended 31st March, 2024
Number of options outstanding at the beginning of the period	NIL	20,751
Number of options granted during the year	-	-
Number of options forfeited / lapsed during the year	-	18,469
Number of options vested during the year		
Number of options exercised during the year	-	2,282
Number of shares arising as a result of exercise of options	-	2,282
Money realized by exercise of options (INR), if scheme is implemented directly by the company	-	Rs. 114100
Loan repaid by the Trust during the year from exercise price received	-	-
Number of options outstanding at the end of the year	Nil	Nil
Number of options exercisable at the end of the year	Nil	Nil

A description of the method and significant assumptions used during the year to estimate the fair value of options including the following information:

Date of Grant	September 16, 2015	December 31, 2015	February 03, 2018	April 5, 2018
Weighted average share price	Rs. 468.70	Rs 521.15	Rs. 463.55	Rs. 216.15
Exercise price	Rs. 50.00	Rs. 50.00	Rs. 450.00	Rs. 330.00
Expected volatility	29.24%	33.10%	25.71%	36.78%
Option life (comprising of weighted average of vesting period and exercise period)	7 years	7 years	8 years	5.50 years
Expected dividends	0.21%	0.19%	0.26%	0.29%
Risk free rate of return	8.17%	7.96%	7.82%	7.22%

46. DETAILS OF CORPORATE SOCIAL RESPONSIBILITY (CSR) EXPENDITURE

Particulars	As at 31st March, 2025	As at 31st March, 2024
(a) Amount required to be spent by the company during the year	45.45	29.07
(b) Amount of expenditure incurred	36.14	27.08
(c) Excess amount set off at the end of the year	0.81	1.99
(d) Shortfall at the end of the year	8.50	-
(e) Total of previous years shortfall	-	-
(f) Reason for shortfall	Pertain to Ongoing Project	N.A
(g) Nature of CSR Activities	Rural Development, Education, Heath & Sanitation	Rural Development, Education, Heath & Sanitation
(h) Details of related party transaction	15.00	NIL
(i) Where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision.	N.A	N.A

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)

47. SEGMENT REPORTING DISCLOSURE

The company primarily operates in the Fashion apparels and accessories segment. The Fashion apparels and accessories segment includes Leather products, Textiles products and intermediaries .

As defined in Ind AS 108, the chief operating decision maker (CODM) evaluates the Group's performance, allocate resources based on the analysis of the various performance indicator of the Group as a single unit. Therefore, there is no reportable segment for the Group as per the requirement of Ind AS 108 "Operating Segments".

48. The Net worth of a subsidiary has been fully eroded and there is a consequent possibility of impairment of equity investment of Rs. 4.78 crore. Looking into the subsidiary future plans, growth prospects and determining it's valuation based on forecasting and discounting future cashflows, such impairment in the opinion of management is considered to be temporary in nature and no impairment in value of the investment is required to be made in the accounts of the company.

49. PAYMENT TO AUDITOR (INCLUDED IN LEGAL AND PROFESSIONAL CHARGES)

Particulars	As at 31st March, 2025	As at 31st March, 2024
Audit Fees	25.00	25.00
Limited Review	7.50	7.50
Reimbursement of Expenses	1.39	1.85
Tax Audit Report	5.00	4.00
Certification	0.75	0.75

50. FAIR VALUE MEASUREMENT

The fair value of the financial assets and liabilities are included at the amount that would be received to sell an asset and paid to transfer a liability in an orderly transaction between market participants.

The following methods and assumptions were used to estimate the fair values:

Trade receivables, cash and cash equivalents, other bank balances, short term loans, other current financial assets, current borrowings, trade payables and other current financial liabilities, : approximate their carrying amounts largely due to the short-term maturities of these instruments.

Investments traded in active markets are determined by reference to quotes from the financial institutions; for example: Net asset value (NAV) for investments in mutual funds declared by mutual fund house.

The fair values for loans, security deposits were calculated based on cash flows discounted using a current lending rate. They are classified as level 3 fair values in the fair value hierarchy due to the inclusion of unobservable inputs including counter party credit risk.

The fair values of non-current borrowings are based on discounted cash flows using a current borrowing rate. They are classified as level 3 fair values in the fair value hierarchy due to the use of unobservable inputs, including own credit risk.

The Company uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation techniques.

The following is the basis for categorising the financial instruments measured at fair value into Level 1 to Level 3:

Level 1: This level includes financial assets that are measured by reference to quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: This level includes financial assets and liabilities, measured using inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices).

Level 3: This level includes financial assets and liabilities measured using inputs that are not based on observable market data (unobservable inputs). Fair values are determined in whole or in part, using a valuation model based on assumptions that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)

Particulars	Rs. in Lakhs			
	As at 31st March, 2025			
	Carrying Amount	Level of input used in		
		Level 1	Level 2	Level 3
Financial Assets				
At Amortised Cost				
Trade Receivable	13,837.49	-	-	13,837.49
Cash & cash Equivalents	225.21	-	-	225.21
Other Bank Balance	6,475.20	-	-	6,475.20
Loans	652.06	-	-	652.06
Other Financial Assets	3,840.63	-	-	3,840.63
At FVTPL				
Investments	-	-	-	-
Financial Liabilities				
At Amortised Cost				
Borrowings	45,844.05	-	-	45,844.05
Lease Liabilities	296.05	-	-	296.05
Trade Payables	18,499.93	-	-	18,499.93
Other financial liabilities	1,229.43	-	-	1,229.43
At FVTPL				
Other Financial Liabilities	652.58	-	652.58	-
Particulars	As at 31st March, 2024			
	Carrying Amount	Level of input used in		
		Level 1	Level 2	Level 3
Financial Assets				
At Amortised Cost				
Trade Receivable	10,318.23	-	-	10,318.23
Cash & Cash Equivalents	552.33	-	-	552.33
Other Bank Balance	4,447.68	-	-	4,447.68
Loans	1,002.97	-	-	1,002.97
Other Financial Assets	4,643.42	-	-	4,643.42
At FVTPL				
Investments	0.01	0.01	-	-
Financial Liabilities				
At Amortised Cost				
Borrowings	48,386.54	-	-	48,386.54
Lease Liability	396.65	-	-	396.65
Trade Payables	14,038.22	-	-	14,038.22
Other Financial Liabilities	926.61	-	-	926.61
At FVTPL				
Other Financial Liabilities	395.54	-	395.54	-

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)

51. CAPITAL MANAGEMENT

For the purpose of the Company's capital management, capital includes issued equity capital, share premium and all other equity reserves attributable to the equity holders of the Company. The primary objective of the Company's capital management is to maximise the shareholder value.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Company includes within net debt, interest bearing loans and borrowings less cash and cash equivalents.

Particulars	Rs. in Lakhs	
	As at 31st March, 2025	As at 31st March, 2024
Borrowings (long-term and short-term, including current maturities of long term borrowings) (Note 21 & 26)	45,844.05	48,386.54
Less: Cash and cash equivalents (Note 13)	225.21	552.33
Net Debt	45,618.84	47,834.21
Equity Share Capital	1,298.44	1,220.94
Other Equity	38,295.51	32,488.82
Total Capital	39,593.95	33,709.76
Capital and Net Debt	85,212.79	81,543.97
Gearing Ratio	53.54%	58.66%

In order to achieve this overall objective, the Company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements. Breaches in meeting the financial covenants would permit the bank to immediately call loans and borrowings. There have been no breaches in the financial covenants of any interest-bearing loans and borrowing in the current period.

No changes were made in the objectives, policies or processes for managing capital during the years ended March 31, 2025 and March 31, 2024.

52. FINANCIAL RISK MANAGEMENT

The Company's management monitors and manages the financial risks relating to the operations of the Company. These risks include credit risk, liquidity risk and market risk (including currency risk, interest rate risk and other price risk).

Credit Risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Company. To manage this, the Company periodically assesses financial reliability of customers and other counter parties, taking into account the financial condition, current economic trends, and analysis of historical bad debts and ageing of financial assets.

Financial instruments that are subject to concentrations of credit risk, principally consist of balance with banks, investments in debt instruments/bonds, trade receivables, loans and advances. None of the financial instruments of the Company result in material concentrations of credit risks.

The age analysis of trade receivables as of the balance sheet date have been considered from the due date and disclosed in below table.

Particulars	Rs. in Lakhs	
	As at 31st March, 2025	As at 31st March, 2024
Not Due	8,461.62	5,779.77
Less than 6 month	4,334.35	4,026.65
More than 6 month	1,177.20	647.49

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)

Liquidity Risk

The Company manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

The surplus funds with the Company and operational cash flows will be sufficient to dispose the financial liabilities within the maturity period.

Maturity Profile of Financial Liabilities

Rs. in Lakhs

Particulars	As at 31st March, 2025			
	0-1 year	1-5 year	Beyond 5 year	Total
Borrowing (Including current maturity of long term borrowing)	39,315.76	5,481.93	1,046.36	45,844.05
Trade Payable	18,499.93	-	-	18,499.93
Lease Liabilities	98.70	187.56	9.79	296.05
Other Financial Liabilities	1,882.01			1,882.01

Particulars	As at 31st March, 2024			
	0-1 year	1-5 year	Beyond 5 year	Total
Borrowing (Including current maturity of Long Term borrowing)	39,576.20	8,810.34	-	48,386.54
Trade Payable	14,038.22	-	-	14,038.22
Lease Liabilities	110.06	264.58	22.01	396.65
Other Financial Liabilities	1,322.15			1,322.15

Market Risk

Market risk is the risk of any loss in future earnings, in realisable fair values or in future cash flows that may, result from a change in the price of a financial instrument. The Company's activities expose it primarily to the financial risks of changes in foreign currency exchange rates and interest rates risk/liquidity risk which impact returns on investments. Market risk exposures are measured using sensitivity analysis.

Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the debt obligations with floating interest rates. The Company manages its interest rate risk by having a balanced portfolio of fixed and variable rate loans and borrowings.

Exposure to Interest Rate Risk

Particulars	As at 31st March, 2025	As at 31st March, 2024
Total Borrowings	45,844.05	48,386.54
% of Borrowings out of above bearing variable rate of interest	96.62%	94.56%

Interest Rate Sensitivity

A change of 100 bps in interest rates would have following Impact on profit before tax

100 bp increase would decrease the profit before tax by	442.94	457.57
100 bp decrease would Increase the profit before tax by	442.94	457.57

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)

Foreign Currency Risk Management

The Company undertakes transactions denominated in foreign currencies; consequently, exposures to exchange rate fluctuations arise. The carrying amounts of the Company's foreign currency denominated monetary assets and monetary liabilities at the end of the reporting period are as follows:

Rs. in Lakhs

Particulars	As at 31st March, 2025		As at 31st March, 2024	
	Foreign Currency Monetary Assets	Foreign Currency Monetary Liabilities	Foreign Currency Monetary Assets	Foreign Currency Monetary Liabilities
USD	107.57	500.83	114.71	499.76
EURO	9.38	25.04	5.20	25.27
GBP	34.98	0.99	30.45	2.03
HKD	0.15	0.20	0.15	0.20

Foreign Currency Sensitivity

The following table details the Company's sensitivity to a 5% change in rupee value against the relevant foreign currencies, which is used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the period end.

Particulars	As at 31st March, 2025		As at 31st March, 2024	
	5% Weakened	5% Strengthen	5% Weakened	5% Strengthen
Foreign Currency Monetary Assets				
USD	459.51	(459.51)	478.20	(478.20)
EURO	43.26	(43.26)	23.39	(23.39)
GBP	193.05	(193.05)	160.10	(160.10)
HKD	0.08	(0.08)	0.08	(0.08)
Foreign Currency Monetary Liabilities				
USD	(2,139.30)	2,139.30	(2,082.99)	2,082.99
EURO	(115.47)	115.47	(113.74)	113.74
GBP	(5.46)	5.46	(10.68)	10.68
HKD	(0.11)	0.11	(0.10)	0.10
Impact on Profit or Loss as at the end of reporting year	(1,564.44)	1,564.44	(1,545.74)	1,545.74

In management's opinion, the sensitivity analysis is unrepresentative of the inherent foreign exchange risk because the exposure at the end of the reporting period does not reflect the exposure during the year.

Disclosure Regarding Derivative Instruments.

The Company uses foreign currency forward contracts to hedge its risks associated with foreign currency fluctuations relating to accounts receivable. The use of foreign currency forward contracts is governed by the Company's strategy approved by the Board of Directors, which provide principles on the use of such forward contracts consistent with the Company's Risk Management Policy. The Company does not use forward contracts for speculative purposes.

The following are outstanding forward contracts.

Particulars	As at 31st March, 2025		As at 31st March, 2024	
	Currency	Foreign Currency Lacs	Currency	Foreign Currency Lacs
Forwards Contracts	USD	144.80	USD	73.29
	EURO	40.54	EURO	64.59
	GBP	-	GBP	-

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)**Rs. in Lakhs****53. RATIOS**

Ratio	Numerator	Denominator	2024-25	2023-24	Variance	Reason
(a) Current Ratio,	Current Assets	Current Liabilities	1.44	1.38	3.71%	
(b) Debt-Equity Ratio,	Total Debt	Shareholder's Equity	1.17	1.45	-19.47%	
(c) Debt Service Coverage Ratio,	Earning Available for debt services	Debt Services Interest & Lease payment+Principal Repayments of long term borrowing	0.84	0.98	-14.53%	
(d) Return on Equity Ratio,	Net Profit for the year	Average Shareholders Equity	5.77%	5.36%	0.08%	
(e) Inventory turnover ratio,	Cost of Goods Sold	Average Inventory	0.84	0.64	29.81%	* The increase in inventory turnover ratio is due to higher sales and improved inventory management.
(f) Trade Receivables turnover ratio,	Net Credit Sales	Average Trade Receivables	6.84	6.78	0.87%	
(g) Trade payables turnover ratio,	Net Credit Purchase	Average Trade Payables	4.17	4.48	-6.74%	
(h) Net capital turnover ratio,	Net Sales	(Current assets-current liabilities)	3.23	3.08	4.80%	
(i) Net profit ratio,	Net Profit After Tax	Total Sales	2.47%	2.66%	-0.07%	
(j) Return on Capital employed,	EBIT	(Tangible Net Worth + Total Debt + Deferred Tax Liability)	8.53%	7.62%	0.12%	

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)

54. RELATED PARTY DISCLOSURES AS PER IND AS 24

Rs. in Lakhs

a) Name of Related Parties & Nature of Relationship:	Country	Ownership Interest
i) Subsidiary Companies :		
Bhartiya Global Marketing Ltd.	India	100%
J&J Leather Enterprises Ltd.	India	100%
Bhartiya International SEZ Ltd.	India	88.95%
Bhartiya Fashion Retail Ltd.	India	100%
Bhartiya Urban Infrastructure Ltd.	India	100%
World Fashion Trade Ltd.	Mauritius	100%
Ultima S.A.	Switzerland	100%
Ultima Italia SRL	Italy	100%
Design Industry Ltd.	Hongkong	100%
Design Industry China Ltd.	China	100%
ii) Associate parties :		
Bhartiya Urban Pvt. Ltd.	India	37%
Tada Mega Leather Cluster Pvt. Ltd.	India	50%
iii) Executive Directors:		
Manoj Khattar		Whole-Time Director
iv) Non-Executive Directors		
Snehdeep Aggarwal		Director
Robert Burton Moore Jr.		Director
Navkiran Singh Ghei		Independent Director
Deepak Bhojwani		Independent Director
Sannovanda Machaiah Swathi		Independent Director
Vivek Kapur		Independent Director
v) Enterprises owned or significantly influenced by Executive Directors or their relatives :		
Itopia Management Services (India) Pvt. Ltd.		
Parushni Interior Designs Pvt. Ltd.		
vi) Trust		
Bhartiya International Limited Employees Group Gratuity Scheme		Post Employment Benefit Plan

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)

Particulars	Rs. in Lakhs	
	2024-25	2023-24
b) Transactions during the year with Related Parties :		
1. Sales		
Ultima S.A.	-	6.26
Design Industry Ltd.	1,270.60	1,963.12
J&J Leather Enterprises Ltd.	-	51.71
Bhartiya Urban Pvt. Ltd.	0.50	3.24
2. Other Income		
Ultima S.A.	80.42	57.79
Parushni Interior Designs Pvt. Ltd.	0.13	0.78
Bhartiya Urban Pvt. Ltd.	13.00	-
Bhartiya Developers Consortium Pvt. Ltd.	13.00	-
3. Purchase / Job Work		
J & J Leather Enterprises Ltd.	1,982.95	1,501.99
Design Industries Ltd.	13.65	89.30
Design Industry China Ltd.	0.04	-
4. Commission Expenses		
Ultima S.A.	742.24	765.50
5. Salaries		
Manoj Khattar	89.67	91.42
6. Lease Rent / Rent Paid		
Bhartiya Global Marketing Ltd.	1.00	1.00
J & J Leather Enterprises Ltd.	24.00	24.00
7. Lease Rent Received		
Bhartiya Urban Pvt. Ltd.	187.48	187.48
Parushni Interior Designs Pvt. Ltd.	18.00	18.00

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)

	Rs. in Lakhs	
Particulars	2024-25	2023-24
8. Service Charges Paid		
Bhartiya International Sez Ltd.	54.33	51.55
Bhartiya Fashion Retail Ltd.		-
9. Other Expenses		
Itopia Management Services (India) Pvt. Ltd.	-	0.06
10. Legal and Professional Fees		
Itopia Management Services (India) Pvt. Ltd.	0.60	0.60
Robert Burton Moore Jr.	105.84	104.81
Snehdeep Aggarwal	9.00	9.00
J & J Leather Enterprises Ltd	240.00	240.00
11. Sitting Fee		
Sannovandana Machaiah Swathi	2.61	2.22
Navkiran Singh Ghei	2.61	2.22
Deepak Bhojwani	1.39	0.83
Vivek Kapur	2.61	2.22
12. CSR Expenses		
Chaman Bhartiya Foundation	15.00	-
c) Balances Outstanding at the year end:		
1. Advance Paid		
Ultima S.A.	-	11.50
2. Advance with suppliers		
J & J Leather Enterprises Ltd.	438.12	802.59
Bhartiya International SEZ Ltd.	119.48	84.04
3. Trade Receivable		
Designs Industry Ltd.	1,664.02	1,615.66
Ultima S.A.	352.75	271.11
Bhartiya Urban Pvt. Ltd.	-	6.61
Parushni Interior Designs Pvt. Ltd.	-	24.36

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)

Particulars	Rs. in Lakhs	
	2024-25	2023-24
4. Security Deposit (Paid)		
Bhartiya Global Marketing Ltd.	5.00	5.00
5. Trade Payables		
Ultima Italia SRL	329.43	446.82
Design Industry China Ltd.	1.00	0.94
Design Industry Ltd.	13.42	-
Ultima S.A.	1,136.29	522.27
6. Expenses/Others Payables		
Bhartiya Global Ventures Pvt. Ltd.	9.87	-
Snehdeep Aggarwal	0.68	0.68
7. Security Deposit (Received)		
Bhartiya Urban Pvt. Ltd.	159.79	159.79
Parushni Interior Designs Pvt. Ltd.	1.50	1.50
8. Standby Letter of Credit (SBLC) Issued by Company Bankers		
Ultima S.A.	6,285.37	6,133.80
9. Corporate Guarantee given by Company		
World Fashion Trade,Ultima Italia SRL and Ultima S.A.	138.38	135.05

As per our report of even date attached
For SUSHIL PODDAR & CO.
Chartered Accountants
Firm Reg. No. 014969N

For and on behalf of the Board

Ambrish Rastogi
Partner
Mem. No. 095136

Yogesh Kumar Gautam
Company Secretary
Mem. No. A31119

Raj Kumar Chawla
Chief Financial Officer

Manoj Khattar
Whole Time Director
DIN: 00694981

Vivek Kapur
Director
DIN: 09678378

Gurugram, 29th May, 2025

AOC-1

Pursuant to Proviso to Sub-Section 3 of Section 129 with Rule 5 of Companies (Accounts) Rules, 2014 Statement containing salient features of Financial Statement of Subsidiaries/Associates Companies/Joint Ventures

PART-A: SUBSIDIARIES

Name of Subsidiary	Financial Year Ended	Reporting Currency	Share Capital	Reserves & Surplus	Total Assets	Total Liabilities (excluding Share capital & Reserves & Surplus)	Investments	Turnover	Profit / Loss before Taxation	Provision for Taxation	Profit / Loss after Taxation	% of Share holding
Bhartiya Global Marketing Ltd.	31st March, 2025	INR (Lacs)	499.90	(116.75)	390.10	6.95	322.68	-	(1.65)	0.58	(2.23)	100.00
J&J Leather Enterprises Ltd.	31st March, 2025	INR (Lacs)	207.50	216.13	1584.25	1160.62	35.00	2249.52	(19.36)	7.15	(26.51)	100.00
Bhartiya International SEZ Ltd.	31st March, 2025	INR (Lacs)	1356.92	(171.30)	1324.22	138.60	-	54.33	(34.54)	0.00	(34.54)	88.95
Bhartiya Fashion Retail Ltd.	31st March, 2025	INR (Lacs)	50.00	(40.68)	9.96	0.64	-	-	0.26	0.00	0.26	100.00
Bhartiya Urban Infrastructure Ltd.	31st March, 2025	INR (Lacs)	5.00	(2.75)	2.30	0.05	-	-	(0.29)	0.00	(0.29)	100.00
Ultima S. A	31st March, 2025	CHF	1000000.00	2613502.40	10423191.27	6809688.87	2480930.00	8811707.21	(910829.72)	11565.30	(922395.02)	100.00
Design Industry Ltd.	31st March, 2025	HK\$	1000000.00	29271488.00	49835608.00	20464120.00	-	86351132.00	938417.00	0.00	938417.00	100.00
Design Industry China Ltd.,	31st March, 2025	RMB/Yuan	2000000.00	498130.10	2605183.38	1907053.28	-	9430155.71	406486.47	11446.84	395039.63	100.00
Ultima Italia SRL	31st March, 2025	EURO	2000000.00	27499.00	2639991.00	612492.00	-	3559585.00	36018.52	31498.18	4520.34	100.00
World Fashion Trade Ltd.	31st March, 2025	HK\$	5480570.00	(5460905.00)	352925.00	333260.00	-	312082.00	162570.00	0.00	162570.00	100.00

	CHF	HK\$	Euro	RMB Yuan
Exchange rate for Balance Sheet items (except shares capital figures which are stated at invested value)	96.67	10.98	92.24	11.76
Exchange rate for Profit and Loss	95.39	10.85	90.4	11.72

PART-B: ASSOCIATES AND JOINT VENTURES

Statement pursuant to section 129(3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

(Rs. in Lakhs)

Name Of Associates and Joint Ventures	Last Audited Balance Sheet Date	Share of Associate/Joint Venture held by the company as on year end			Description of Significant Influence	Reason why the associate/joint venture is not consolidated	Net worth attributable to Shareholding as per latest audited Balance sheet	Profit/Loss for the Year	
		No.	Amount of Investment in Associate/Joint venture	Extent of Holding				Considered in Consolidation	Not Considered in Consolidation
Bhartiya Urban Private Limited	31st March, 2024	34393260	3999.60	36.77%	Voting Power		1,091.83	4,815.92	-
Tada Mega Leather Cluster Pvt. Ltd.	31st March, 2024	5000	0.05	50.00%	Voting Power		(1.75)	(0.03)	-

BHARTIYA

Bhartiya International Limited

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